



Version 1

April 2025

Rowan Alba Board Effectiveness Policy

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Board Effectiveness Policy

1. Introduction

- 1.1. The Board of Rowan Alba Ltd (RA) has a responsibility to lead and direct the organisation to achieve good outcomes for its tenants and other service users.¹ To do so, the Board must have the right balance of skills, knowledge and diversity to provide capable leadership, control and constructive challenge to achieve the organisation's purpose, deliver good outcomes and manage its affairs.²
- 1.2. In this light, RA wishes to adopt a comprehensive Board Effectiveness Policy that ensures the organisation is served by the most effective Board membership and demonstrates the esteem in which we hold our Board members. Rowan Alba believes that Board membership is a privilege rather than a right and that our tenants, other service users and stakeholders merit the highest standards of governance delivered by the most able Board at all times.
- 1.3. RA will honour these principles by developing and supporting existing Board members and by succession planning to recruit future Board members with the right experience, knowledge and skills to meet the organisation's needs. Our needs are regularly reviewed and articulated in our corporate plans, and so it is a fundamental requirement that the Board is able to ensure the delivery of our vision, mission, values and strategic objectives.
- 1.4. As RA's corporate strategy is regularly refreshed to take account of opportunities and challenges, it is acknowledged that the skills, knowledge and experience required to lead the organisation will change in response to internal and external matters (i.e. strengths and weaknesses; and political, legal, economic, social; technological and environmental factors).
- 1.5. This policy sets out a range of methods for increasing and maintaining Board effectiveness, including:
 - Appraisal of existing Board members to assess their contribution to the organisation's corporate plan and identify any further development needs they have in order to deliver on the plan;
 - Training and development of existing Board members to contribute further to RA's Plan;
 - Assessment of additional knowledge, experience and skills required on the Board as a whole to meet RA's Corporate Plan;

¹ SHR Regulatory Standards of Governance and Financial Management, Standard 1

² Ibid, Standard 6,

- Succession planning to ensure that RA has an effective Board to deliver our plans and achieve our purpose now and in the future;
- Recruitment and selection to secure the right knowledge, experience and skills to meet RA's corporate needs; and
- Induction and onboarding for new Board members

1.6. As the primary purpose of the Board is to ensure that AS fulfils its purpose, and the corporate plan and strategic objectives represent the organisation's plans for doing so, all of the measures included in this policy stem from the basis that the Board must be effective in developing, monitoring, controlling and delivering these plans.

2. Aims and Objectives

2.1 The principal aim of this Board Effectiveness Policy is to ensure that RA is governed by an effective Board, able to achieve our purpose.

2.2 The key objectives of the policy are to ensure that RA:

- a) meets our regulatory and statutory governance obligations as a Registered Social Landlord and registered Charity;
- b) aligns our Board's capabilities with our corporate plan to ensure we achieve our purpose;
- c) takes a strategic approach to Board effectiveness, balancing continuity with attracting new knowledge, skills and diversity;
- d) supports and develops existing Board members to contribute effectively to RA's leadership, governance, strategy and performance;
- e) plans for the future when dealing with Board member recruitment, retention and development; and
- f) demonstrates effective and efficient governance of the organisation at all times to achieve good outcomes for our tenants and other services users.

2.3 RA will follow best practice in building and maintaining our Board's effectiveness. This policy reflects the requirements of the SHR's Regulatory Standards of Governance and Financial Management ³ and good practice guidance provided by the SFHA⁴ and Glasgow and West of Scotland Forum of Housing Organisations (GWSF).⁵

2.4 The Board Effectiveness Policy is aligned to other key RA governance instruments including our Rules, Code of Conduct, Annual Declarations of Interest and Eligibility, Standing Orders and Board member and Office Bearer Remits.

2.5 Organisational Culture – the working methods and processes of the Board with the Chief Officer and other senior management has clear and precise protocols for their respective roles and remits which will support positive ways of working. The Board's Leadership Charter outlines this in greater detail.

³ Scottish Housing Regulator, Regulatory Framework, Chapter 5 Regulatory Standards of Governance and Financial Management, 2012

⁴ Board Succession Planning and Recruitment Guidance, SFHA, September 2018

⁵ Succession Planning: Attracting new Board members and developing senior staff, April 2017

3. SHR's Regulatory Standards

3.1 There are specific requirements of RSLs in relation to the Board's effectiveness in leading and directing the Organisation to achieve its purpose, ensuring good outcomes for its tenants and other service users. These are outlined below:

Figure 1: SHR Regulatory Standard 1

Standard 1: The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users. ⁶

Guidance

1.1

The governing body sets the RSL's strategic direction. It agrees and oversees the organisation's business plan to achieve its purpose and intended outcomes for its tenants and other service users.

1.2

The RSL's governance policies and arrangements set out the respective roles, responsibilities and accountabilities of governing body members and senior officers, and the governing body exercises overall responsibility and control of the strategic leadership of the RSL.

1.3

The governing body ensures the RSL complies with its constitution and its legal obligations. Its constitution adheres to these Standards and the constitutional requirements set out below.

1.4

All governing body members accept collective responsibility for their decisions.

1.5

All governing body members and senior officers understand their respective roles, and working relationships are constructive, professional and effective.

1.6

Each governing body member always acts in the best interests of the RSL and its tenants and service users, and does not place any personal or other interest ahead of their primary duty to the RSL.

1.7

The RSL maintains its independence by conducting its affairs without control,

⁶ Scottish Housing Regulator, Regulatory Framework, Chapter 5 Regulatory Standards of Governance and Financial Management, 2012, page 32

undue reference to or influence by any other body (unless it is constituted as the subsidiary of another body).

Figure 2: SHR Regulatory Standard ⁶

Standard 6: The governing body and senior officers have the skills and knowledge they need to be effective. ⁷

Guidance

6.1

The RSL has a formal, rigorous and transparent process for the election, appointment and recruitment of governing body members. The RSL formally and actively plans to ensure orderly succession to governing body places to maintain an appropriate and effective composition of governing body members and to ensure sustainability of the governing body.

6.2

The governing body annually assesses the skills, knowledge, diversity and objectivity it needs to provide capable leadership, control and constructive challenge to achieve the RSL's purpose, deliver good tenant outcomes, and manage its affairs. It assesses the contribution of continuing governing body members, and what gaps there are that need to be filled.

6.3

The RSL ensures that all governing body members are subject to annual performance reviews to assess their contribution and effectiveness. The governing body takes account of these annual performance reviews and its skills needs in its succession planning and learning and development plans. The governing body ensures that any non-executive member seeking re-election after nine years' continuous service demonstrates continued effectiveness.

6.4

The RSL encourages as diverse a membership as is compatible with its constitution and actively engages its membership in the process for filling vacancies on the governing body.

6.5

The RSL ensures all new governing body members receive an effective

⁷ Scottish Housing Regulator, Regulatory Framework, Chapter 5 Regulatory Standards of Governance and Financial Management, 2012, page 34

induction programme to enable them to fully understand and exercise their governance responsibilities. Existing governing body members are given ongoing support and training to gain, or refresh, skills and expertise and sustain their continued effectiveness.

6.6

If the governing body decides to pay any of its non-executive members then it has a policy framework to demonstrate clearly how paying its members will enhance decision-making, strengthen accountability and ownership of decisions, improve overall the quality of good governance and financial management and deliver value for money.

6.7

The governing body is satisfied that the senior officer has the necessary skills and knowledge to do his/her job. The governing body sets the senior officer's objectives, oversees performance, ensures annual performance appraisal, and requires continuous professional development.

4. Aligning Board, Governance Structure and Corporate Plan

4.1 Board

RA is managed by a Board with a maximum number of 15 persons. Each year, the longest serving three members retire but may seek re-election (subject to serving at least nine years). Vacant positions can be filled following the annual general meeting in September of each year or throughout the year as co-options or casual appointments.

4.2 Governance Structure

There is currently one Committees – the Audit Committee and one wholly owned subsidiary, Crandeen Ltd. The Committee has delegated powers to perform on behalf of Board in relation to designated functions, matters and services. The day to day operational activities of the organisation are managed by the CEO and the Senior Management Team.

4.3 Corporate Plan

RA establishes a comprehensive corporate planning every five years and in the intervening years, there is an annual review. Such planning enables RA's Board to assess and prepare for future internal and external opportunities and challenges. RA has a comprehensive Corporate Plan for the period 2020 to 2025 and its purpose is to:

- ensure a continued high-quality housing service
- strengthen governance,
- engage and retain strong leadership,
- provide value on delivery for residents,
- assist in appropriate investment programme to support the long-term future of the homes,
- maintain and further improve performance,
- ensure rents remain affordable and provide a platform to develop new services and homes that meet the needs of future residents.

To remain viable RA must demonstrate adaptability and work (in partnership where appropriate) to deliver strands which stabilise the organisation to:

- Ensure protection and support for residents, safeguard residents and provide them with a high quality service which meets their expectations and receives their approval.
- Continue to deliver services that are aligned to the principles of the Abbeyfield movement (and e.g. the charitable objects).

- Maintain high standards of governance and business effectiveness through scrutiny and due diligence by the board.
- Meet the standards set out by applicable regulatory bodies
- Provide services to meet the needs and enhance the lifestyle of care customers.

In summary, there are eight items of activity:

- Maintain activities that safeguard residents
- Determine the strategic benefits of working in partnership, whether a suitable partner organisation exists and if a suitable agreement with such an organisation can be made.
- Consider options in the event that such a partner cannot be found.
- Decide whether there is advantage to separating the management of assets from the management of services within existing group structure.
- Clarify future expectations in relation to HAG funding as affected by the choices available to RA.
- Explore the potential for securing commissioned services via HSCPs to mitigate voids and extend the availability of the Abbeyfield Offer
- Take steps to ensure organisational compliance with regulatory requirements and ensure business efficiency.
- Continue to review assets and act on the findings of the review.

Figure 3: The Key Components of Succession Planning, SFHA Guidance, Section 3

‘It is essential that the business planning process considers the challenges that the Board is likely to have to address to ensure the effective achievement of the organisation’s goals over the period of the plan – and beyond – and to plan accordingly. Some of the questions to be considered include:

- What skills, knowledge and experience do the Board need to support the delivery of the agreed objectives?
- If new initiatives are to be undertaken, does the GB need to recruit specific skills and/or do current members need to undertake some additional training?

- If the focus of the organisation is likely to change e.g. a less (or more) active development role, does the current GB have an appropriate range of skills, knowledge and experience to oversee both the change and the future focus?
- If a new sub-committee is to be established, are there enough BOARD MEMBERS to support it?
- If a subsidiary is to be established, or an existing subsidiary is to become more active, does its Board have the required range of skills, knowledge and experience?

The business plan should include specific consideration of the governance and leadership implications for the whole organisation’.

4.4 Alignment

RA will consider the governance and leadership implications for the whole organisation arising from our corporate plan (including our governance structure), and set out the actions we will take to ensure these are fit for purpose. RA will integrate this Board Effectiveness Policy with our corporate review processes to ensure that:

- we are aware of and address any knowledge and skills gaps that may exist to ensure that the Board:
 - has the right skills, knowledge and experience to lead and direct AS and exercise overall responsibility and control of the strategic leadership of the organisation. Please see RS 1.1 and 1.2 above.
 - challenges, holds to account and supports senior management to achieve their goals and targets as contained in the Corporate Plan and operational delivery plan. Please see RS 1.5 above.
 - makes decisions that are in the best interests of the organisation, our residents and our stakeholders. Please see RS 1.6 above.
- our governance structure and leadership is appropriate to deliver our corporate plans

5. Board Support and Development

5.1 Support and Development

The organisation needs to ensure that our Board is equipped with sufficient expertise, knowledge and skills to exercise capable leadership and control of the organisation. We are therefore committed to supporting and developing the capability of our Board members in the following ways:

- an induction programme for new Board members that includes assessment of their learning and development needs to enable them to undertake their roles and responsibilities (please see RS 6.3 above);
- annual appraisals for all Board members to review their performance and effectiveness (please see RS 6.1 above);
- an assessment of the continued effectiveness of Board members with 9 or more years of continuous service (please see RS 6.2 above);
- an assessment, involving all Board members, of the effectiveness of the Board as a whole and the Chair (please see RS 6.3 above);
- a learning and development plan designed to support individual members in their role to enhance their effectiveness on the Board (please see RS 6.3 above); and
- a Corporate learning and development plan for the Board as a whole, designed to meet the needs of the organisation (please see RS 6.3 above).

Further detail on these measures is provided below.

5.2 Induction

An induction programme will be provided for new Board members who will meet with the Chair and CEO during this process. The induction programme will be provided during the first three months of the individual becoming a member of Board. The induction will include the following (and any other relevant information):

- Background to Rowan Alba including services provided, customer profile, governance structure (RA's Board membership, committees and subsidiaries), staff team and structure
- RA's Constitution and Memorandum and Articles of Association
- SHR's Regulatory Framework
- OSCR Guidance for Trustees
- RA's Role Description for Board members and the Office Bearers' role descriptions

- RA's Code of Conduct for Board members (which they will be required to sign)
- RA's Declarations of Interest (which Board members will be required to complete and sign)
- RA's current list of contractors and consultants
- RA's Board Effectiveness Policy
- RA's Entitlements, Payments and Benefits Policy
- RA's Standing Orders and Scheme of Delegation
- RA's current Corporate Plan including financial forecasts and risk register
- Annual budget and most recent Management Accounts and financial statements
- Most recent performance report
- Schedule of Board and Committee meetings for the coming year, and the AGM
- Minutes of most recent Board and Committee meetings
- Jargon buster

It is recognised that some of this information may already have been provided during the recruitment and selection process, however, a consistent induction programme enables AS and the new member to ensure that there is a good understanding of the above.

5.3 Appraisal

5.3.1 RA's appraisal form will cover key areas to assess the skills, knowledge and experience of the Board as a whole and of individual members in relation to the organisation's corporate plan and the SHR's Regulatory Standards of Governance and Financial Management. These areas help to inform the respective learning and development plans in order to improve the effectiveness of the Board.

5.3.2 A Board members appraisal form will be issued annually, structured to reflect on RA's strategic objectives and the competencies necessary to meet SHR's Regulatory Standards (e.g. capable leadership) and RA's Code of Conduct. The appraisal process will involve seeking information on the following:

- a) Individual Board members' contribution to RA;
- b) A review of what makes being a member of the Board rewarding/satisfying;
- c) Performance of Board members e.g. attendance at meetings and training;
- d) Individual learning and development needs;

- e) Future interests/ intentions (e.g. seeking office-bearing roles or impending retirement);
- f) Effectiveness of Board composition and effectiveness of Chair;
- g) Learning and development needs of the whole Board with respect to meeting the requirements of RA's Rules, SHR regulatory standards, OSCR Trustee Guidance, RA's Code of Conduct; RA's strategic objectives and key competencies;
- h) Individual learning and development needs to enhance members' contribution to RA
- i) Board/Staff relations (please see RS 1.5).

5.3.3 RA will analyse skills gaps arising for the Board as a whole and for individual Board members to create, implement and monitor a comprehensive corporate development plan and individual plans respectively to enhance Board members' contribution and the effectiveness of the Board as a whole.

Figure 4: Annual Reviews/Appraisals SFHA Guidance September 2018, section 3.3

'Every RSL is required to implement a programme of annual reviews of the contributions made by individual members of the Board to the organisation's governance. These reviews should be undertaken in the context of the organisation's business plan and should be informed by an overall assessment of the effectiveness of existing governance arrangements. The annual review should take account of how the individual can support the organisation to deliver its business plan objectives over the period of the plan.'

Training and development requirements / priorities to support individual contributions should be discussed and incorporated into the collective annual GB Development Plan.'

'A key element of the annual review should be consideration of the individual's future intentions: do they intend to stand for re-election at the end of their current term? Are they interested in becoming an office-bearer?'

At the conclusion of the annual reviews, there should be clarity about the potential for current BOARD MEMBERS to take on office-bearing roles, their associated training and development needs and there should also be as much clarity as possible about intended retirements in the short to medium term. This information should be presented to the Board as a 'succession plan.'

5.3.4 The appraisal process will be carried out each year by the Chairperson of the Board (with independent support as necessary). The Chairperson of the Board will be

appraised each year by a panel of two Board members, including the Vice Chair (with independent support as necessary). z

5.4 Learning and Development

5.4.1 Learning and development opportunities may be provided for the full Board and individual members in a number of ways, such as:

Internally:

- Training and awareness sessions for Board delivered by RA staff or agents
- Policy briefings
- Strategy development events

Externally:

- Attendance at relevant conferences and seminars
- Attendance on relevant courses and workshops
- Attendance at relevant RSL and related forums

External courses may include short, open, certified or accredited courses.

5.4.2 Corporate Learning and Development Plan

The learning and development plan for the Board as a whole will be set out annually with:

- learning/development topic;
- source of learning/development;
- expected outcomes;
- anticipated cost; and
- dates.

RA expects all Board members to attend such corporate learning events, unless it can be demonstrated that individual members already meet RA's needs in respect of given learning or development topics. This is to ensure the Board is as effective as possible in relation to the subject matter in hand. The annual plan will be presented to the Board for approval and following this, the budget will include the anticipated cost. Progress, attendance and outcomes from the Corporate Development Plan will be reported to and monitored by the Board quarterly.

5.4.3 Individual Learning and Development Plans

The learning and development plan for individual Board members will be set out in draft following the appraisal process for agreement with the member concerned. Priority will be given to subjects directly linked to improving the member's effectiveness in contributing to the corporate plan and meeting the requirements of the SHR's Regulatory Framework.

The individual plans will be collated and anonymised for presentation to the Board for approval based on the following information:

- learning/development topic;
- source of learning/development;
- expected outcomes;
- anticipated cost; and
- dates.

RA expects individual Board members to attend such learning/development events to ensure their contribution is as effective as possible. Once the collated annual plan is approved by the Board, the anticipated cost will be included in the budget. Progress, attendance and outcomes from the collated individual plan will be reported to and monitored by the Board quarterly.

6. Succession Planning

6.1 Succession planning is essential to ensure that the Board is able to plan for and manage turnover within the Board e.g. through retirements or fixed term appointments. Good succession planning enables RA to anticipate and prepare for such change and ensure we have the right people with the right skills at the right time to lead and direct the organisation without interruption. This is critical to the achievement of our corporate plan, and a key element of our management of risk.

6.2 As can be seen in section 5 above, our approach to appraisal is designed to anticipate future changes and future needs. Our approach to learning and development is designed to optimise the contribution of current Board members while taking account of their future intentions. Our approach to induction is designed to ensure change is as seamless as possible for continuity in the delivery of our corporate plan and to manage our risks.

Figure 5: What is Succession Planning?, SFHA Guidance, September 2018, section 2

Essentially, succession planning is about planning ahead and trying to future-proof the organisation. It is an important component of both business planning and risk management as successful succession planning should ensure that an organisation has the right people in the right places at the right times to lead and direct it effectively. Succession planning should ensure that the Board is able to plan and manage turnover amongst its own members and to anticipate and prepare for change. Training, development and recruitment should be informed by succession planning. Many of the activities that well governed organisations undertake contribute to succession planning.

There are two, equally important starting points for effective succession planning:

- *Assessing the current skills, knowledge, experience and diversity that are represented by the Board*
- *Considering the 'fit' between the current profiles and what is required to deliver the corporate plan*

These starting points mean that there has to be clarity about:

- *what the organisation is aiming to achieve – as set out in the business or corporate plan*
- *the respective roles of Board members (BOARD MEMBERS)– described in role descriptions and standing orders*

- *the current strategic policy and operating environments – considered as part of the environmental scanning that informs the corporate plan*
- *current strengths and weaknesses - assessed by SWOT, PESTLE and other similar exercises*
- *how the organisation might change over the next business planning period and what the implications of change are – part of the business planning process*
- *future intentions / plans of BOARD MEMBERS (long-term commitment; planned retirement; fixed term appointments etc.) – assessed as part of the annual BOARD MEMBER reviews / appraisals.'*

6.3 In keeping with good practice, RA's succession planning will:

- a) Look ahead three years to how the Board will change e.g. retirements, end of fixed term appointments etc, and endeavour to ensure that the extent of change in any one year is manageable. We will do so on the basis of our needs to fulfil the corporate plan and through the appraisal process where members outline their future intentions.
- b) Consider the 'fit' between the Board profile and collective skills assessment to identify any gaps and plan to address these.
- c) Identify new or additional knowledge/expertise that might be useful to enable us to deliver our strategic objectives and target learning and/or recruitment on these specific areas e.g. new initiatives or specialisms.
- d) Consider internal capacity building prior to recruitment by assessing whether developing existing members could enhance the collective profile of the Board or whether buying in particular expertise where this is more appropriate (e.g. legal experience). We acknowledge that RA cannot place specific responsibility on an individual Board member since all Board members are equally responsible and RA cannot rely on advice provided by a Board member in the same way as we can on formally obtained advice.
- e) Consider the period of time for which the Board may need additional knowledge, expertise or experience and whether this is best met by a co-option, taking account of the limitations on numbers of co-optees (no more than three of the Board) and limitations on the co-optee themselves e.g. they will not count towards a quorum.
- f) Ensure that there is a good spread of knowledge and experience for all Board members rather than silo specialisms e.g. where individuals only have expertise in one area of RA's business.

- g) Consider time-limited commitments such as single three-year term initially or co-option for a year to enable new members to 'ease' into the role and to allow the individual and RA to assess their suitability for full Board membership.
- h) Avoid concentrating experience in a small number of people by limiting members to one office bearing role at any one time.
- i) Consider the nature of the collective experience of the Board by assessing the average length of service to calculate the relative 'age' of the Board in terms of experience. This will help RA ensure that we achieve the right balance between too little change (in terms of range of experience) and too much change (in terms of degree of inexperience).
- j) Monitor the demographic profile to endeavour to achieve a Board that is balanced in terms of age, gender, and economic activity to reflect national demographics in terms of disability, ethnicity and other protected characteristics. We will consider the type of support that could be offered to encourage volunteers from under-represented groups, particularly in relation to reasonable adjustments we could make to support individuals to take up a Board role. We will include a demographic assessment of RA's client group in our corporate plan and reflect on this in our succession planning.
- k) Anticipate retirements by identifying members' future intentions in the appraisal process. We will pay particular attention to the potential loss of particular and necessary experience over the coming three years and prioritise attracting people with similar experience as soon as practicable.

Figure 6 : Targeting New Members, GWSF Succession Planning Research, p6

'In both survey responses and interviews the majority of respondents demonstrated a proactive approach to targeting new types of Board members. In particular, Organisations are keen to ensure that they have a balanced demographic mix on their boards certainly in terms of age but also in terms of gender and ethnicity. In some cases this targeted on augmenting the Board membership with new members who have specific skills, for instance in relation to finance. For some members the solution is to recruit professional Board members from out with the area; for others the answer is to try to recruit local people who possess the relevant skills.'

7. Election to Board

7.1 The Memorandum and Articles of Association set out the rules governing succession through a cyclical arrangement, where every year three of Board members must stand down from the Board. These members can stand for re-election without nomination, except in the situation of members with 9 years' service of greater where they must demonstrate to the Board they can still provide challenge and objectivity when performing their role as a Board member and they must be nominated.

7.2 RA believes that the cyclical arrangement benefits the organisation as there is a level of continuity and consistency within the Board at all times, yet it provides an opportunity to refresh the Board with people who can bring new experience, knowledge and skills to the organisation.

Figure 7: Nine-year rule, SFHA Guidance, September 2018, section 3.4

Members of the Board are normally elected for a three -year term, although this term may vary depending on the impact of the constitutional requirement that one third of the members retire annually. Retiring members can seek re-election for a further term without the need to be nominated, unless an individual has served for 9 years or more, in which case there are further requirements before another term - and any subsequent term thereafter - can be served. This is stated in Regulatory Standard 6.2.

"...The Board is able to assure that any non-executive member seeking re-election after nine years' continued service can demonstrate their continued effectiveness."

In these circumstances, an experienced BOARD MEMBER requires the endorsement of the Board in order to stand and be successfully elected by the membership at the AGM. The GB's endorsement of such nominations should be based on the outcome of the annual review following a recommendation from the Chair.

7.3 Board members with nine or more continuous years' service are required to demonstrate their continued objectivity, challenge and effectiveness to be able to stand for re-election at the AGM. Such members will complete a self-assessment of their continued effectiveness for discussion with a panel involving two members of the Board appointed for this purpose (both of whom will have less than 9 years continuous service). The panel will then recommend to the Board whether to endorse the nomination of the individual to stand for election by RA's membership. The Board will make this decision ahead of the AGM.

Figure 8: Membership Policy, SFHA Guidance, September 2018, section 3.6

'To be an elected member of the Board of a registered social landlord, individuals first need to be members of the RSL. Membership eligibility is determined by the membership policy, which should be kept under review by the Board. It is, of course, essential that the membership policy enables the RSL to attract people who support the organisation's objectives and share its values and ethos. But, it is equally important that it also supports the recruitment of people who are likely to be able to offer the range of experience that is identified in the Board profile as being required.'

This means that the membership policy should be reviewed regularly, as part of the business planning process, to ensure that it continues to meet the organisation's requirements. It is also important to ensure that the membership policy is not too restrictive in terms of eligibility. The bigger the 'pool' of shareholding members, the more likely you will be able to attract potential members to the Board with the experience and knowledge that you've identified as being required (See Appendix C, "Is a Board member suitable?").'

7.4 Critically, membership of the Board will be directly linked to RA's corporate needs. The Board will identify the need to recruit new members with specific skills and/or demographic and ethnic profiles, which will enhance the skills and experience of the Board and improve the representativeness of the Board.

8. Board Recruitment

8.1 Recruitment Strategy

RA will develop an annual recruitment strategy for Board membership and implement this in a transparent, structured and timely manner. This will be based on our corporate plan and focus on addressing gaps in experience, knowledge and skills needed to deliver on RA's plans.

8.1.2 It is intended that new members are recruited in advance of members retiring to achieve as smooth a transition as possible, ensuring continuity of RA's business.

8.1.3 RA will take account of the following considerations in our recruitment strategy:

- The range of skills, knowledge, experience and attributes that we have identified to be needed collectively to deliver our agreed objectives. This will emerge from the annual review of the effectiveness of the organisation's governance arrangements i.e. the 'profile' of the current Board and our governance structure. The profile will be used to assess other key competencies being sought to equip the Board for the coming year.
- How our recruitment priorities have been identified - our methodology for doing so will be based on our corporate planning, annual reviews and succession planning. These exercises identify specific areas of experience, skills or knowledge that the Board anticipates will be required, and consequently inform our training and recruitment plans.
- The ways in which opportunities to join the Board will be promoted (e.g. via the website; advertising; approaches to relevant groups etc.). The strategy will set out the methods that AS will use so that our approach to recruitment is transparent. The strategy may also include a range of methods including open advertising in the local media and trade press; use of social media; or/and use of specialist recruitment agencies.
- We may target specific groups of people (e.g. age ranges, people with specific experience or needs) and/or approach specialist organisations. Examples include:
 - Organisations that support volunteering, who put potential volunteers in touch with an organisation that can make use of their skills;
 - Local Schools - consideration may be given to offering 16-18 year olds the opportunity to 'shadow' a Board member;
 - Colleges and Universities - potentially valuable in providing access to expertise and knowledge, e.g. business, education, marketing, media and communication, law, finance, accountancy; and

- Advertising in specialist publications: targeting relevant professional or trade journals to attract people who are keen to use their professional skills and knowledge for the benefit of others, e.g. legal, health care specialists.

8.1.4 Where the strategy includes advertising, Board approval must be sought for the appropriate budget.

8.2 Information for Potential Applicants

In order to provide a clear picture of RA, how we work and our expectations of applicants, the following information will be provided to all those interested in applying for Board membership:

- the most recent Annual Report;
- background information about RA;
- Board member role description, person specification and anticipated time commitment;
- RA's Code of Conduct for Board members;
- the remit for the Board;
- an application form;
- induction policy;
- information about the recruitment process;
- The benefits that membership of the Board can offer;
- eligibility criteria for Board members (i.e. based on the rules and statutory requirements including OSCR); and
- The interview/selection process (including opportunities to observe one or more meetings), demonstrating our consistent process for everyone who is interested in joining RA's Board.

8.3 Complementing the democratic process

RA will ensure our recruitment activities complement the democratic process at the AGM. The papers for the AGM will include the Board profile and Board member role description and highlight the key priorities that the Board has identified that it needs. Nominees for election at the AGM will be invited to describe how they can support these priorities and this information will be included in the papers that are issued in the event of an election. If there are fewer candidates than there are vacancies and an election is not required, the discussions with those candidates will be informed by the information outlined above. The organisation may use co-options following the AGM to address any remaining gaps.

8.4 Casual Vacancies

For casual vacancies, the Board will maintain a waiting list of individuals (with their permission) who are interested in such opportunities and/or we may advertise in appropriate outlets reflecting the nature and time duration of the vacancy.

9. Election of Office Bearers

9.1 Election of Chair

It is the Chairperson's responsibility to lead the Board and therefore it is essential that the Chairperson has the right skills, knowledge and behaviours to lead the strategic direction of Abbeyfield Scotland. In keeping with the SHR's Regulatory Framework and our Rules, the Chairperson can only hold this position for a continuous period of 5 years.

9.1.1 In light of the importance of this role, RA will consider what experience is likely to be needed about 18 months before the transition to a new Chair is expected, and use the feedback as the basis for a discussion and review of the role profile and person specification.

9.1.2 In developing the role description and person specification for the role of Chair, the Board will consider:

- How long the Chair will be expected to serve. Chairs are elected annually by the Board, however RA's medium to longer term plans and the impact a Chair could make will inform the most appropriate term of office e.g. three years (rather than the maximum permitted continuous period of office of five years). This is in keeping with our commitment to maintain our focus on succession, while enabling RA to extend the period of office by one or two years should this be appropriate to the organisation's needs.
- Other external experience. When considering the experience that a new Chair is expected to bring to their role, the Board will take account of experience gained by Board members from outwith as well as within Abbeyfield Scotland. This will allow RA to consider for Chair someone who may have recently joined the Board and has:
 - valuable and relevant experience as an office-bearer in another sector;
 - a sound understanding of RA, our ethos and priorities as well as the culture of the RSL sector; and
 - the capacity to transfer their skills, knowledge and experience successfully and appropriately from one sector to another.

9.1.3 RA will be rigorous and transparent about the election of our Chair by adopting the following process:

- a) Invite potential candidates for the position to explain how they fit the relevant profile – this may include writing a summary for colleague Board members and/or by a quasi ‘hustings’ held at the first meeting after the AGM.
- b) Nominations for the Chair will always be sought in advance of the first meeting of the Board following the AGM.
- c) Nominations will be accompanied by information provided by the nominees which explains how they meet the requirements of the agreed role description and person specification. This is important for Board members to be able to consider who they believe is best suited to the role and balance the need for continuity with the acquisition of new experience, knowledge and skills.
- d) There may be occasions where it is not possible to hold the election of office bearers on the same day as the AGM, for example, where the AGM sees the election of new members to the Board. In such cases the first meeting of the Board should be postponed to one week after the AGM to enable all Board members to consider whether they will be nominees for the Chair and to ensure that all of the information in A above is provided to all Board members to support informed decision-making.
- e) For the period between the AGM and election of office bearers the previous Chair may, if willing, continue in that role. Failing this, another current office bearer may assume the role. The election process for the Chair will be led by RA’s CEO. On the election of the Chair, he/she will be responsible for leading the election process for other office bearers including Committee Chairs.

9.2 Election of Vice Chair

9.2.1 RA recognises that the role of Vice Chair is important in its own right, supporting the Chair and perhaps undertaking specific responsibilities in line with the organisation’s needs. For this reason, RA will consider what experience is likely to be needed about 12 months before the transition to a new Vice Chair is expected and use the feedback as the basis for a discussion and review of the role description (with specified responsibilities beyond supporting the Chair as necessary) and person specification.

9.2.2 In developing the role description and person specification for the role of Vice Chair, the Board will consider:

- How long the Vice Chair will be expected to serve. Vice Chairs are elected annually by the Board, however RA’s medium to longer term plans and the specific responsibilities of the Vice will inform the most appropriate term of office e.g. two years. This is in keeping with our commitment to maintain focus on succession, and builds the Board’s capacity to replace the Chair as necessary e.g. during a 3-year term for a Chair, there would be two individuals with experience of being the Vice Chair. As for the role of Chair, RA would be able to extend the period of office by one or two years should this be appropriate to the organisation’s needs.
- Other external experience. When considering the experience that a new Vice Chair is expected to bring to their role, the Board will take account of experience gained by

Board members outwith as well as within Abbeyfield Scotland. This will allow RA to consider for Vice Chair someone who may have recently joined the Board and has:

- valuable and relevant experience as an office-bearer in another sector;
- a sound understanding of RA, our ethos and priorities as well as the culture of the RSL sector; and
- the capacity to transfer their skills, knowledge and experience successfully and appropriately from one sector to another.

9.2.3 RA will be rigorous and transparent about the election of our Vice Chair by adopting the process outlined in section 9.1.3 A-D:

9.3 Election of other Office Bearers

RA's Company Secretary is required upon nominations and a vote by the Board. For all other office bearing roles, such as Chair of Sub-committee, RA will follow the process in section 9.1.3 A-D above.

10. Board Development Cycle

10.1 The timeline for appraisal of existing members will be as set out below:

Appraisal process	March-April
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Skills gap assessment, corporate and individual training plans for existing members	May
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Training plan approved by Board and implemented	May
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10.2 The timeline for recruitment of new members will be as set out below:

Review of succession plan by Board	May
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Recruitment strategy approved by Board	May
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Recruitment concluded	Prior to AGM in September
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10.3 The timescales for Induction will be as set out below:

Induction programme initiated	immediately post AGM or date of appointment
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Induction programme concluded	within 3 months of election or appointment
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11. Board Effectiveness Action Plan

RA will prioritise the development of a detailed action plan to commence implementation in March 2020.

12. Reporting and Monitoring Board Effectiveness

RA's CEO will report to the Board on Board Effectiveness every 6 months to enable the Board to monitor progress with:

- the Action plan developed under section 11 above;
- members' performance;
- progress with training and development plans;
- induction processes completed;
- succession plan review; and
- recruitment strategy.

13. Review of Policy

The Board Effectiveness Policy will be reviewed by the Board in March 2026.