



# MEMBERSHIP POLICY

<b>Written by:</b>	<b>Head of Corporate Governance</b>	<b>Version:</b>	<b>6</b>
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## 1. General Statement

- 1.1 Orkney Housing Association (the Association) aims to have as wide a membership as possible whilst ensuring that such membership reflects the purpose and objectives of the Association and the interests of our tenants and other service users are protected.
- 1.2 This Policy sets out how this will be achieved with regards to general membership and to membership of the Management Committee (the Committee).
- 1.3 This Policy complies with the Scottish Housing Regulator (SHR) requirements set out in the Regulation of Social Housing in Scotland; Our Framework.

## 2. General Membership

- 2.1 General Members of the Association are those people who have purchased a Share in the Association and whose names are entered into the Register of Members.
- 2.2 Who can join?

Membership is open to anyone over 16. We also accept applications from organisations as well as individuals.

Admission to membership is at the discretion of the Committee. The Committee will normally refuse membership (a) if the applicant is not living in Orkney, (b) if the applicant is involved in court action or other formal dispute with the Association, or (c) if there are good grounds for believing that their membership would bring the Association into disrepute.

Management Committee decisions on applications for membership will take full account of this Policy and the Rules of the Association and will be made in the interests of the Association, our tenants and other service users.

Decisions on membership will have no regard to the protected characteristics covered by the Equality Act 2010.

Where an application is unsuccessful, we will provide a statement of the reasons for refusal. An applicant will then have one further opportunity to request membership and to give reasons why the decision should be changed; this should normally be made in writing. The Committee will consider the reasons at its next meeting wherever practicable and its decision on that occasion will be final.

## 2.3 How to join

We will provide an application form to anyone expressing an interest in joining. The information requested will be only what is required to enable the applicant's eligibility to be assessed in accordance with this Policy.

Applications for membership will, where possible, be considered at the next Committee meeting after a completed application form with a £1 share payment has been received at our registered office.

## 2.4 Promotion of Membership

We will promote membership widely throughout the Orkney communities and will specifically target promotion at our tenants and other service users in newsletters, on our website and in other appropriate communications.

## 2.5 Termination of Membership

Membership will cease when a member:

- resigns by giving written notice to the Secretary. The notice comes into effect one month later.
- becomes an employee of the Association.
- is expelled in accordance with the Rules.
- changes address but does not notify the Association of their new address within three months, unless the new address is also a property of the Association.
- dies.

## 2.6 General Members' responsibilities

General Members are entitled to vote at General Meetings, to nominate and vote on membership of the Management Committee and are eligible to be nominated to membership of the Management Committee.

Responsibilities are limited to ensuring they do nothing to bring the Association into disrepute and to exercise their constitutional rights in support of the Association's purpose and objectives.

General Members agree to their names being included on a public register.

# **3. Management Committee Membership**

## 3.1 Who can join the Management Committee?

General Members aged 18 or over are eligible to join the Committee by election or invitation. Non-members may only join if co-opted by the Committee.

In accordance with our Rules, an individual will not be eligible to join the Committee if they:

- are an undischarged bankrupt, has granted a trust deed which has not been discharged or is in a current Debt Payment Plan under the Debt Arrangement Scheme.
- is unable or will be unable to attend Committee meetings for a period of 12 months.
- have been convicted of an offence involving dishonesty which is not spent by virtue of the Rehabilitation of Offenders Act 1974 or an offence under the Charities & Trustee Investment (Scotland) Act 2005.
- are party to any legal proceedings in any Court of Law by or against the Association (this could mean being pursued through the courts for rent arrears).
- have been removed from the Committee of another Registered Social Landlord within the previous 5 years.
- have resigned from the Committee in the previous five years in circumstances where the resignation was submitted after the date of their receipt of notice of a special committee meeting convened to consider a resolution for their removal from the Committee in terms of Rule 44.5.
- have been removed, disqualified or suspended from a position of management or control of a charity under the provisions of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 or the Charity and Trustee Investment (Scotland) Act 2005.
- have a disqualification order of disqualification undertaking has been made against that person under the Company Directors' Disqualification Act 1986.
- their nomination for election to the Committee has been rejected in accordance with Rule 40.3 during the period between the return of the completed nomination form and the commencement of the relevant Annual General Meeting.
- are the spouse, partner, child (including adopted child or step child), parent, parent-in-law, grandparent, grandchild or sibling of a Committee member or of a governing body member of any other organisation in the Group.

Employees of the Association are not eligible to serve on the Committee.

### 3.2 How to join the Management Committee

Eligible General Members interested in joining can do so at an AGM by submitting to the Secretary by the due date, a nomination form signed by another General Member. Membership will be automatic at the AGM unless there are more nominations than vacancies in which case members will be elected by the General Membership by secret ballot.

General Members may join the Committee between AGMs by invitation of the Committee, provided there is a casual vacancy to fill (where a Committee member has left the Committee other than at the AGM).

General Members and non-members may join the Committee as co-optees at any time by invitation of the Committee.

### 3.3 Promotion & Recruitment

The Association values the contribution that members of the local community can make to the work of the Committee and wishes to ensure the Committee has a range of skills, backgrounds, and interests within its membership. We will actively promote membership of the Committee to:

- tenants
- sharing owners
- other service users
- general members
- active members of local communities
- those who can fill identified skills gaps on the committee

Our Communications Plan will include a range of suitable methods of promoting Committee membership. Our recruitment of new Committee members will be open, accessible and inclusive.

Where a specific skills gap or community under-representation has been identified, targeted recruitment may be undertaken. Vacancies will be openly advertised but, if necessary, individuals may be approached directly and invited to consider participation.

Our recruitment literature will provide detailed information about eligibility, conflicts of interest, and the roles and responsibilities of Committee members. Information will be available in formats to meet the requirements of those with particular needs.

Individuals interested in joining the Committee between AGMs or wishing their application to be endorsed by Committee at an AGM will be asked to provide personal details sufficient to enable their suitability to be assessed.

We will undertake a Committee Skills Profiling exercise on an annual basis and the outcome will inform recruitment plans and Committee Training & Development Plans in accordance with our Committee Training & Development Policy.

New Committee members will be supported through an induction process and ongoing members will be required to complete periodic refresher courses as detailed in the Committee Training & Development Policy.

### 3.3 Fit & Proper Persons Test

In order to comply with European Law and to ensure that tax reliefs are used for charitable purposes only, the Association has to undertake 'Fit and Proper Persons' tests in respect of all Management Committee and Leadership Team Members. Full details can be found in the Fit & Proper Persons Test Procedure.

### 3.4 Removal from Committee

An individual's membership of the Committee may be terminated:

- By a majority vote of General Members at a Special General Meeting.
- By a member becoming ineligible for reasons set out in Rule 43
- By the resignation of the member in writing.
- If the member is absent from 4 consecutive Committee meetings without leave of absence.
- If required by a majority of the Committee Members at a special meeting of the Committee, convened for the purpose decide to remove them. The resolution to remove them must relate to one of the following issues:

- Failure to perform to the published standards laid down by the SFHA and/or the SHR adopted and operated by the Association;
- Failure to sign or failure to comply with the Association's Code of Conduct for Committee Members; or
- A breach of the Association's Rules, Standing Orders for Committee Business or other policy requirements.
- They are a co-optee or were appointed to fill a casual vacancy and whose period of office is ended in accordance with Rules 39.1 or 42.1; or
- They are a Committee Member retiring in accordance with Rule 39.1.

### 3.5 Roles & Responsibilities

All Committee members must complete a signed acceptance of the standards and behaviour set out in the Association's Code of Conduct for Committee Members and must comply with the Code at all times. Failure to do so may result in expulsion from the Committee.

The detailed responsibilities of a Committee member are set out in the Committee Member Job Description in Appendix 1.

Committee will annually elect a Chair and Vice Chair in accordance with Standing Orders. The responsibilities of these offices are set out in the Chair and Vice Chair Job Description in Appendix 2.

Committee members agree to their names being available on a public register.

### 3.6 Succession Planning

To ensure Chair and Vice Chair have the necessary skills and knowledge to effectively perform their function and to facilitate a smooth transition at the end of a Chair's term of office, the post-holders will undertake to participate in specific training and development for their roles. In the normal course of events, it is expected that the Vice Chair will succeed the Chair, subject always to compliance with Standing Orders.

Committee roles and responsibilities will be discussed at individual member annual appraisals. This will help determine which members aspire to become office bearers, enable succession planning and to address training requirements.

### 3.7 Terms of office and turnover

The Association values the experience and knowledge provided by long serving Committee members but also acknowledges the benefits that can come from new members. We will therefore ensure new members are recruited to the Committee on a regular basis.

The rules state that any member seeking re-election having completed nine years' continuous service will be eligible to stand for a fourth (and subsequent) 3 year term providing their nomination is specifically endorsed by the Management Committee (Rule 37.6).

Members intending to seek a fourth (or subsequent) 3-year term at the next AGM will participate in additional assessment at Committee Appraisal, the outcome of which will inform the Management Committee decision about the re-election.

The Chair will not hold office for more than 5 consecutive years.

Long service by Committee Members will be recognised by the presentation of an engraved award at the AGM following achievement of a cumulative service of 20 years and again at 30 years.

#### **4. Policy Review**

This Policy will be reviewed at least every 5 years, or sooner if required by changes in regulation, legislation or other circumstance.

## Job Description for Committee Members

### Main Tasks

- To contribute to formulating and regularly reviewing the Association's values, strategic aims, business objectives and performance standards
- To monitor the Association's performance
- To be informed about and ensure the Association's plans take account of the views of tenants and other customers
- To ensure that the Association operates in accordance with relevant legal and regulatory requirements
- To be assured that the Association is compliant with relevant legal and regulatory requirements
- To ensure that risks are realistically assessed and appropriately monitored and managed
- To ensure that the Association is adequately resourced to achieve its objectives and meet its obligations
- To oversee and ensure the Association's financial viability and business sustainability whilst maintaining rents at levels that are affordable to tenants
- To act, along with the other members of the Committee, as the employer of the Association's staff
- To ensure that the Association is open and accountable to tenants, regulators, funders and partners

### Duties

- Act at all times in the best interests of the Association
- Accept collective responsibility for decisions, policies and strategies
- Attend and be well prepared for meetings of the Committee and sub-committees
- Contribute effectively to discussions and decision making
- Exercise objectivity, care and attention in fulfilling your role
- Take part in ongoing training and other learning opportunities
- Take part in an annual review of the effectiveness of the Association's governance and of your individual contribution to the Association's governance
- Maintain and develop your personal knowledge of relevant issues and the wider housing sector
- Represent the Association positively and effectively at all times, including **[in local communities and]** when attending meetings and other events
- Respect and maintain confidentiality of information
- Treat colleagues with respect and foster effective working relationships within the Committee and between the Committee and staff
- Be aware of and comply with our policy on the restrictions on payments and benefits
- Register any relevant interests as soon as they arise and comply with the Association's policy on managing conflicts of interest

I have read this document and the OHAL Code of Conduct for Committee Members and agree to abide by them.

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_



## **Job Description for Chair and Vice Chair**

### **Responsibilities**

The overall responsibilities of the Chair are to provide leadership to the Management Committee, and to ensure the efficient and proper conduct of the Committee's business, acting on occasions under delegated authority on behalf of the Committee. The Chair is also responsible for establishing and maintaining a constructive and complementary working relationship with the Chief Executive and providing support to them. The Chair is supported by the Vice Chair.

The specific responsibilities of the Chair are:

#### **1. Key Responsibilities**

The Chair must always act, and be seen to act, on behalf of the Committee. The Chair's key responsibilities are:

- To lead the Committee constructively, provide direction and manage meetings effectively
- To develop an open and inclusive relationship amongst members and support strong and effective governance
- To develop and maintain a constructive and positive working relationship between the Chair and senior staff
- To uphold the Association's Code of Conduct and promote good governance
- Ensure decision making complies with Standing Orders for Committee Business and the Scheme of Delegation
- To be a positive and effective ambassador for the Association.
- To ensure that the Association's business is conducted effectively between meetings and that emergency decisions are taken appropriately when required and reported to the Management Committee
- To be accountable for the actions of the Chair

#### **2. Leadership and Direction**

The Chair is expected to:

- Lead by positive action and example
- Represent the Association positively and effectively
- Set the style and tone of Committee meetings to ensure effective and participative decision making
- Promote and uphold the Code of Conduct for the Association's Committee
- Ensure that the necessary arrangements are in place to enable the Association to honour its obligations, achieve its objectives and meet agreed targets
- Demonstrate and support the principles of good governance at all times
- Ensure that the Committee has access to the range of skills, knowledge and experience necessary for the achievement of the Association's aims and objectives and for the fulfilment of the Committee's responsibilities

- Ensure that the Committee has access to the necessary advice, information and support to fulfil its responsibilities and that, where appropriate, external and/or specialist advice is sought
- Provide support to new and experienced Committee members by promoting access to relevant induction, training and development opportunities
- In the event that it is necessary, be responsible for the implementation of the Protocol that provides for investigations into an allegation that a Committee member may have breached the Code of Conduct

### 3. Working with the Chief Executive

The Chair should:

- Establish a constructive relationship with the Chief Executive and ensure that their respective roles of leading and managing are recognised and promoted effectively. **[Sub-committee Chairs should establish similar relationships with the relevant senior staff member].**
- Work in partnership with the Chief Executive to ensure the effective conduct of the Association's business
- Ensure that the conduct of the Association's business continues effectively between meetings of the Committee and act under delegated or emergency authority when necessary
- In the event of a vacancy, ensure that effective arrangements are implemented for the recruitment and appointment of a Chief Executive, in accordance with the Association's agreed recruitment practices
- Carry out, with at least one other Committee member, the Chief Executive's annual appraisal (including setting objectives, overseeing performance and requiring professional development) and report to the Committee.
- Ensure that appropriate arrangements are in place and implemented effectively for the support and remuneration of the Chief Executive
- In the event that it is necessary, be responsible for dealing with a grievance or disciplinary action in respect of the Chief Executive, in accordance with the Association's agreed procedures

### 4. Promoting Good Governance

The Chair is required to:

- Promote and demonstrate the highest standards of ethical conduct and integrity
- Build and sustain constructive relationships with other office bearers, members of the Committee and senior staff
- Initiate any investigation under the terms of the Association's Code of Conduct
- Chair all general meetings of the Association in accordance with the Rules
- Chair all Committee meetings of the Association, in accordance with the Rules and Standing Orders for Committee Business
- Ensure that all Committee members have access to appropriate information and advice (including specialist, independent and/or professional advice) and have an opportunity to contribute to discussion and consideration of all matters requiring their attention

- Ensure that effective induction and ongoing training and support are provided to all Committee members and that annual performance reviews are conducted in accordance with the Association's policy
- Manage meetings inclusively and effectively to ensure that there is sufficient time for the consideration of all relevant issues; for performance to be monitored effectively and for risk to be assessed realistically
- Ensure that all delegated authorities are monitored, and reporting arrangements are implemented effectively

## **5. Conduct of the Association's Business**

The Chair is expected to:

- Ensure that the Association's business is efficiently and accountably conducted between Committee meetings
- Sign (or otherwise authorise) payment instructions and documents requiring the Committee or the Chair's authorisation, in accordance with the Association's Standing Orders for Committee Business
- Take decisions on behalf of the Association in the event of emergencies that occur outside the regular meeting cycle and report these back to the Committee for ratification
- Ensure that the range of skills, knowledge and experience required to lead the Association effectively is available to the Committee and that the Committee is able to access specialist support when necessary
- Lead the Committee's succession planning and recruitment to ensure good governance and regulatory compliance.