



# MEMBERSHIP POLICY

<b>Written by:</b>	<b>Head of Corporate Governance</b>	<b>Version:</b>	<b>5</b>
<b>Approved by:</b>	<b>Management Committee</b>	<b>Date:</b>	<b>26 January 2022</b>
<b>Next Review Date:</b>	<b>January 2027</b>	<b>Pages:</b>	<b>9</b>

## 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 Equalities Act.

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 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).
- will be unable to attend the Committee Meetings for a period of 12 months.
- 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**

### **Working as part of the Committee:**

To ensure that the Association operates within the law and according to its Rules and procedures; meeting standards laid down by the Scottish Housing Regulator and other regulatory bodies.

To recognise your duties to tenants and other service users; ensuring that the Association encourages participation and consultation.

To provide collective leadership; working with senior staff in setting the direction, objectives and culture of the organisation and reviewing the direction and objectives of the Association on a regular basis.

To ensure adequate control of the organisation's activities, ensuring that any risk and legal requirements are reported and dealt with.

To review and agree policies to achieve organisational objectives.

To ensure that the Association reviews its performance across all areas on a regular basis.

To protect the assets of the Association; to approve each year's budget, exercising regular control over the Association's financial performance.

To understand the role of the Committee as employer of staff; to clearly delegate appropriate authority to them to act while receiving clear reports on targets, performance, variances and trends, and requirements for review.

To ensure that the Committee maintains a balance of skills, experience and diversity within its membership; regularly reviewing recruitment and training practices.

### **Working As An Individual:**

To act with personal integrity at all times; declaring any interests, abiding by the Regulator's Regulatory Standards, any specific code of the Association's and maintaining the interests and good name of the Association and its governing body.

To treat all information gained by virtue of being a governing body member in strictest confidence while promoting an ethos of openness and accountability.

To abide by and promote the Association's commitment to equality and diversity.

To regularly attend Governing Body and sub-committee meetings, participating in discussion and decision-making and abiding by the decisions made. To give adequate notice and apologies to the office when unable to attend.

**Job Description for Committee Members (cont)**

To read all reports and committee papers in advance of meetings and to raise questions about any areas which require clarification or further information. To consider all options presented by staff in reports and papers and making clear decisions or requesting deferment of decisions until sufficient information is available or clarification received.

To participate in an annual assessment of Committee member skills and knowledge in accordance with our Committee Training & Development Policy and to undertake any training required to ensure an appropriate and effective composition of committee members is achieved.

To positively represent the Association as required; promoting the Association's policies, objectives and good name. To inform interested parties about the work of the Association, the possibilities of membership and the role of the governing body members.

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

Signed:

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Name:

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Date:

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

### **Responsibilities**

The overall responsibilities of the Chair are to provide leadership to the Board, and to ensure the efficient and proper conduct of the Board's business, acting on occasions under delegated authority on behalf of the Board. 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 and this job description is relevant to their duties also.

The specific responsibilities of the Chair are:

### **Providing leadership to the Board**

- To represent the Association in the public and present constructive views on its behalf.
- To promote good governance in all aspects of the Association's work.
- To promote, uphold and communicate the Association's values, aims and objectives.
- To keep the composition, skills and effectiveness of the Board under review and recommend action to remedy any deficiencies.
- To ensure that Committee receives appropriate professional advice.
- To ensure, in the event of a vacancy, and in conjunction with other members of the Committee, that the post of Chief Executive is filled in a timely and orderly fashion, in accordance with employment legislation, good practice and the Association's own recruitment policy and practice.
- To ensure, in conjunction with other members of the Committee, that the remuneration of the Chief Executive is considered, and recommendations made to the Committee.
- To carry out, with other members of the Committee, the annual appraisal of the Chief Executive, and ensure that a report is made to the Committee.
- To provide ongoing support and guidance to the Chief Executive and (where necessary) initiate any disciplinary action.

### **Ensuring the efficient and proper conduct of the Board's business**

- To Chair all general meetings of the Association, in accordance with its constitution.
- To plan agendas in consultation with the Chief Executive.
- To Chair all meetings of the Committee, in accordance with agreed Standing Orders, and ensure the efficient and proper conduct of the Committee's business.
- To ensure that the views of all Committee members are sought before any important decision is taken at meetings.
- To decide on any points of order arising at any meetings of the Committee.
- To keep order and make sure that every member has a fair hearing and an opportunity to express their views on the subject under discussion.
- To decide all matters of order, relevance and at their discretion, alter the order of business at any stage of the meeting.
- To exercise a second and deciding vote in the event of a tie in the vote of the Committee.

## **Job Description for Chair and Vice Chair (cont)**

### **Acting under delegated authority on behalf of the Board**

- To initiate any investigation under the terms of the Association's Code of Conduct including any serious complaint against the Chief Executive.
- To ensure that the Association's business is efficiently and accountably conducted between Committee meetings.
- To sign documents requiring the Committee or the Chair's authorisation.
- To take decisions on behalf of the organisation in the event of emergencies that occur outside the regular meeting cycle and report these back to the Committee for ratification.

The Chair is offered training where appropriate to help them develop their skills in relation to the responsibilities associated with the post.

In exercising their responsibilities, the Chair may seek the advice and support of the Vice Chair or other office bearers and may be guided by the advice of the Chief Executive. However, the Chair remains solely responsible for the decisions which lie within the responsibilities of the post, and their decisions in these matters are final.