



Policy on :	Co-opted Governing Board Members Policy
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Compliant with Regulatory Standards:	6. "The governing body and senior officers have the skills and knowledge they need to be effective". Standards 6.1 to 6.3 make reference to the skills and composition of the Governing Board
Compliant with Tenant Participation Strategy :	n/a
Compliant with Equal Opportunities :	Taken into account in the development of the policy
Compliant with Budget/Business Plan :	Yes

Date of Approval :	December 2020
Date for review :	December 2023

Responsible Officer :	Corporate Services Manager
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Updated June 2019
V2 December 2020

1. Co-Options

In accordance with the Rules of the Association (42.1 – 42.3), the Governing Board is empowered to co-opt, or remove co-opted members. Co-opted places will be generally used to address the lack of skills and knowledge or experience in particular areas. Any decision to use co-optee places will be made by the Governing Board and they need not be a member of the Association. However, membership will be encouraged. The Association will aim to set aside one co-opted place for use by an elected member from East Renfrewshire Council.

The Governing Board can co-opt to the Board or to a sub-committee anyone it considers is suitable to become a Board Member in the Elected Board Member category or member of a sub-committee. Co-optees do not need to be Members, but they can only serve as co-optees on the Board or sub-committee until the next annual general meeting or until removed by the Board. A person co-opted to the Board can also serve on any sub-committees.

A person appointed as a co-optee shall undertake the role of Governing Board Member or member of a sub-committee and accordingly will be subject to the duties and responsibilities of a Board Member. Co-optees can take part in discussions at the Board or any sub-committees and vote at Board and sub-committee meetings on all matters except those which directly affect the Rules, the membership of the Association or the election of the Association's Office Bearers. Co-optees may not stand for election, nor be elected as one of the Office Bearers of the Board.

Governing Board Members co-opted in this way must not make up more than one-third of the number of Elected Board Members or the total number of sub-committee members at any one time. The presence of co-optees at Board Meetings will not be counted when establishing whether the minimum number of Governing Board Members are present to allow the meeting to take place as required by Rule 48 and the presence of cooptees will not count towards the quorum for sub-committee meetings.

A co-option to the Governing Board shall run until the last meeting before the Annual General Meeting, or until removed by the Governing Board.

A co-optee will have to be an eligible person under the Association's Rules and should preferably bring a specialist expertise or knowledge of the area to the Governing Board. A co-optee shall undertake the role of Governing Board member and accordingly will be subject to the duties and responsibilities of a Governing Board member.

Co-optees can take part in discussions at governing board or sub-groups and vote at Board and Sub-Groups meetings on all matters except those directly affecting the Rules, the membership of the Association, or the election of

Office Bearers. Co-optees may not stand for election, nor be elected as one of the Office Bearers of the Governing Board.

2. Sub-Groups

A co-optee can also serve on any sub-Group. The Governing board will consider additional co-opted places for the Audit and Risk sub-group to strengthen the need for financial experience and skills required for this Group. Such appointments will be approved by the governing Board annually following the AGM.

3. Involvement in Association's Business

Co-opted Governing Board Members can take part in all discussions regarding the Association's business and can vote on the decisions to be made.

A Co-opted Member cannot however participate in decisions of membership, or in the election of Office Bearers, or be elected as an Office Bearer. Co-optees may not stand for election, nor be elected as one of the office bearers of the Governing Board.

4. Responsibilities

All co-optees will be required to complete induction and training as part of their role on either the full Board or Sub-Group. The co-optee will commence induction by meeting the Chief Executive and Chairperson. Each co-optee will be required to complete the following information:

- Membership application – for Board approval including eligibility under Rule 43 specifically in relation to bankruptcy/sequestration, convictions of an offence involving dishonesty or offence under the Charities and Trustee legislation, party to legal proceedings against the Association, removal from another RSL within the last 5 years, etc.
- Code of Conduct compliance – at first induction and annual commitment
- Declaration of interest – annual declaration and at each Board meeting
- Equalities monitoring form – annually
- Board appraisal – annually
- Commitment to ongoing training and development
- Declaration for receipt and operation of IPad for receiving electronic communication and Board papers

5. Documentation

Each co-optee as a governing board member will as part of the induction process be provided with the following documentation:

- A copy of our Group Governance Handbook
- A copy of our latest business plan
- A copy of our latest Governance Assurance Statement (from 2019)
- A copy of our annual budget
- A copy of our latest Performance Report
- A copy of our last three Newsletters
- A copy of our subsidiary business plan

6. Board attendance

All co-optees will be invited to join the Governing board and they may also decide to join a sub-group. The commitment to the Board includes attendance of approximately 9 Board meetings annually of approximately 2 hours per meeting and co-optees are required to submit apologies or request leave of absence should this be required – leave of absence is generally reviewed every three months.

Co-optees will commit to the same responsibilities for Board responsibilities including collective decision making, confidentiality, declarations of interest, and attendance. Specifically, co-optees as Board members are subject to the following rules:

- He/she misses four Governing board meetings in a row without special leave of absence previously being granted by the Board either at his/her request or by exercise of the Board's discretion
- He/she becomes ineligible as a Governing Board members in terms of Rule 43
- He/she is a co-optee whose period of office is ended in accordance with rules 39.1 or 42.2

Co-optees will not be considered where he/she is the spouse, partner, child (including adopted or step child), parent, parent-in-law, grandparent, grandchild or sibling of a governing Board member or a governing body member of any other organisation in the Group

7. Scottish Housing Regulator

The Regulator can, where required, encourage the Governing board to consider appointing co-optees with particular skills and experience in circumstances where the Governing Board has been deemed to require support to meet the Regulatory Standards for Registered social Landlords, this can also mean the Regulator using its powers of intervention to make

appointments onto the board of a registered social landlord. Such appointments will be assessed by the Regulator.