



BOARD OF DIRECTORS CO- OPTION PROCEDURE

APPROVAL AND REVIEW	
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A. Introduction

Co-opted membership can add value to the Board of Directors in a number of ways; for example, by providing additional specialist knowledge, and RBH may also use co-option as a method of “introduction” to Board Membership to contribute to succession planning. It is noted however that any period of Co-option is counted toward the maximum 6-year tenure.

The information contained in this procedure is provided to set out how RBH approaches its selection and removal of Co-optee’s to the Board of Directors (which is separate to the procedure for appointment and removal of Non-executive Directors).

Co-optee positions to the Board of Directors will be reviewed on an annual basis to assess relevance and business requirement.

B. The Board of Directors

The Board of Directors of Rochdale Boroughwide Housing (RBH) has two constituent groups:

- Non-Executive Directors including the Chair of the Board of Directors; and
- Executive Directors, being the Chief Executive and the Director responsible for finance.

Although selected or appointed in different ways, the processes for recruitment are mindful of the skills, knowledge and experience required by the Board to successfully lead the organisation.

C. Recruitment

Recruitment to Co-optee positions will be open and transparent, and based on the Board’s considered view of the skills and attributes required to discharge the Board’s functions. The Skills and Knowledge Matrix will be used as part of the process to seek Co-optees with a range of blended skills and experience which enhances the overall skill profile of the Board and/or to bring in specialist skills and knowledge in a particular area.

Co-optees will be selected and appointed objectively on merit, and will undergo regular individual appraisals of their performance and effectiveness, as set out in the Appraisal and Effectiveness Review Frameworks.

RBH will seek to apply best practice in the recruitment process to ensure that candidates have a positive experience. RBH will link the annual review and evaluation of the effectiveness of its Boards and Committees with a strategic approach to training and development, and a planned approach to recruitment and succession planning.

RBH aims to ensure that candidates with disabilities benefit from any reasonable adjustments to the recruitment / selection process in order to assist them in making a successful application. The Chair of the Recruitment Panel will make the final decision on reasonable adjustments. All recruitment processes will be conducted taking into account the relevant legal requirements.

D. Recruitment Responsibilities

The Chair of the Board of Directors and other Non-Executive Directors are appointed by the Representative Body [Rule 6.2.1]. However, appointments to the Co-optee positions to the Board of Directors will be appointed by the Non-Executive Directors [Rule 6.2.4].

The Board of Directors, working with the Representative Body, will set the criteria, based on skills and experience sought. The Board of Directors may, if it wishes, appoint external advisors to assist with this process. The Secretary or Governance Manager will support the process.

E. Recruitment Process

The Chair, in consultation with the Recruitment Panel, will consider the best process to appoint to Co-optee positions. Specific requirements for skills, experience and competencies will be drawn from specific business requirements to help the Board of Directors discharge its duties.

The Recruitment Panel will consist of the Chair of the Board (or Deputy Chair in their absence) who will act as the Chair of the Recruitment Panel, one Non-Executive Director, the Representative Body Chair and the Representative Body Deputy Chair (or one other Representative Body Member in their absence).

An Independent Advisor may also be appointed to manage the process and a scope and clear terms of reference will be put in place.

The Representative Body may identify potential candidates as part of the formal Non-Executive Director recruitment process and may recommend them to the Board of Directors for consideration along with other co-optee candidates.

RBH or the appointed independent advisor, will acknowledge receipt of all expressions of interest by email if this is available as soon as possible.

The Recruitment Panel will identify appropriate candidates through a process of open competition, having also consulted with the Chief Executive.

An open and transparent recruitment process will be undertaken, which will be agreed by the Board Chair, in consultation with the Recruitment Panel. The recommended appointment/s will be recommended to the Board of Directors for consideration and final approval (which may be by electronic means).

The Recruitment Panel will seek out candidates' conflicts of interest to check the eligibility of the candidates.

Making the appointment

The Board of Directors must approve all Co-optee appointments [Rule 6.2.4]. Upon acceptance of an offer and the receipt of satisfactory references, the RBH Chair/Secretary will send a welcome letter and include all relevant documents and forms for completion.

Co-optee appointments will be subject to an annual review and will generally serve for a fixed term of office (as agreed by the Recruitment Panel) which expires twelve months after appointment. This period may be extended by further periods of twelve months (or shorter if required) by the Board up to a maximum of two such terms [Rule 6.4.3]. Co-opted Non-executive Directors who cease to hold office may be re-appointed as Non-executive

Directors by the Representative Body in line with the Rules. All service within RBH's group structure will count towards the overall maximum six-year tenure.

All Co-optee's are subject to the annual appraisal review.

Equal opportunities monitoring

All candidates will be asked to complete the Equal Opportunities Monitoring Form. RBH is committed to achieving fairness and equality and it wishes to ensure that all candidates are treated fairly and that it complies with the NHF Code of Governance 2020, as well as relevant legislation.

Skills assessment and gaps

RBH undertakes an annual assessment of the effectiveness of governance with the Representative Body, Board and Committees, and also carries out a skills assessment. This ensures that any skills gaps are identified and appropriate training provided. This also assists in identifying any skills gaps that RBH might need to target when recruiting to Boards/Committees and/or identify any immediate need to consider appointing a co-opted member with the relevant skills and knowledge to fill the gap.

Diversity Considerations

Diversity in all its senses is an important consideration in any recruitment process. RBH will use a range of mechanisms to seek to maximise interest from under-represented groups.

RBH in its general work may come across individuals who are enthusiastic and provide a diverse viewpoint but are not yet ready for full Board or Committee membership. All Executives and Non-Executives should ensure that the Secretary is advised of such individuals, so that the organisation may consider offering other options to facilitate development and grow both diversity and engagement in governance as part of a succession plan, for example offering co-option positions at Committee level and a dedicated training programme (e.g. the Housing Diversity Network Board Excellence scheme) to "grow" future Board Members;

Obligations of Co-optees

The Role Profile sets out the main areas of responsibility; however, there are general obligations on all Co-optees (as applies to Non-executive Directors) as follows:

- All Co-optees will take part in an individual skills assessment and performance review on an annual basis and agree objectives for the following year.
- An assessment of the effectiveness of governance at RBH Board level will also take place on an annual basis, and a similar assessment undertaken for the Committees and subsidiary boards. These assessments will result in an Improvement Plan to ensure the ongoing effectiveness of governance.
- Co-optees are required to comply with the attendance criteria as detailed in RBH's Rules.
- Co-optees are required to abide by the RBH Non-Executive Director Code of Conduct and sign a declaration form to this effect.
- Co-optees are also required to complete and sign a declaration form on an annual basis to register any interests and also at any time when a new matter to be declared arises.

F. Re-appointment and Removal of Co-optees

Co-optee positions will be reviewed on an annual basis to assess relevance and requirement. This will be discussed with the Board Chair at the annual appraisal process and re-appointments for a further twelve-month term of office (or other shorter agreed timescale) will be approved by the Representative Body [Rule 6.4.6].

Removals

[Rule 6.3.3] The Representative Body may remove the Chair of the Board of Directors or other Non-executive Directors including the Co-opted Non-executive Directors in accordance with the procedure outlined in Rule 6.3.3.

G. Induction, training and support for Co-optees

There is an extensive induction and training programme for all new Non-Executive Directors which includes Co-optees.

Mentoring/buddy by another Non-Executive Director may also be provided as part of the induction programme.

Co-optees and Non-Executive Directors will annually review their individual and collective effectiveness in line with the Appraisal Framework and Effectiveness Review Framework.

The Board of Directors may also, as it deems fit, appoint Board Co-optees to serve on its Committees.