

Details of the proposed changes to the RBH Rules (summary)

Functions that remain with Representative Body

To act as guardians of the mutuality of the Society

To work with the board of directors to develop and refine the corporate strategy

To actively seek the views of Members and other Tenants and then to promote and champion those views in the Society

To establish, maintain and monitor progress of the Membership Strategy

To report each year to the Members on the work that the Representative Body has undertaken

To provide advice, support and guidance to the Board of Directors when requested to do so

To re-appoint the External Auditor

To undertake such other tasks as the Board may request

Additional function of Representative Body

To ensure the work of the Society is focused on the needs of Tenants with the Board of Directors to secure the good governance of the Society for the benefit of the wider community

Revised functions/responsibilities of Representative Body

To work with the Board of Directors (including actively seeking the views of Tenants and Employees) to develop the Society's corporate strategy

The Board of Directors will appoint a panel to interview prospective candidates and will involve the Chair of the Representative Body, or another appropriate Representative, in that interview process.

Detailed changes

Key changes in summary with Rules references	Detail of changes
<p>Key functions to transfer from Representative Body to Board</p> <p>Rules ref: 2.3, 2.4.1</p>	<ul style="list-style-type: none"> • To appoint and remove the Chair of the Board and other Non-Executive Directors • To approve appointment of CEO and to approve any proposed material changes to the remuneration of the CEO • To decide remuneration and other Terms and Conditions of office of the Non-executive Directors • To formally approve the corporate strategy and policy framework • To actively monitor performance against the corporate strategy • To approve the co-option procedure
<p>Key addition to Representative Body functions</p> <p>Rules ref: 2.3.2, 4.2.2 (b) and 7.10.1(a)</p>	<p>The revised Rules set out an additional function for the Representative Body, that being <i>'to ensure the work of the Society is focused on the needs of Tenants'</i>.</p> <p>The Representative Body must also report on how the Representative Body has actively sought the views of all Tenants to improve the services of the Society in the interests of all Tenants.</p>
<p>Board appointment and reappointment</p> <p>Rules ref - 2.3.2, 6.2, 6.4.5 and, for eligibility 6.5.</p>	<p>Board appointments are currently led by a Nominations Committee made up of up to 4 Representatives and the Board Chair (or Deputy Chair for Chair appointments). The proposal in the draft revised Rules states that the Board of Directors will appoint a panel to interview prospective candidates and will involve the Chair of the Representative Body, or another appropriate Representative, in that interview process.</p> <p>Reappointments in the revised Rules sit with Board only.</p>
<p>Removal of Board Directors</p> <p>Rules ref: 6.3</p>	<p>In the revised Rules removal of Non-executive Board members would now sit solely with Board. Any proposal for removal must be proposed by at least 2 Non-executive Board members.</p>
<p>Appointment of Secretary and Deputy Secretary</p> <p>Rules ref: 2.5</p>	<p>The proposed changes require the Representative Body to be consulted on the appointment of the Secretary and Deputy Secretary but remove the Representative Body from the approval process. This brings the Rules in line with what has happened in practice.</p>
<p>Approval of strategy</p> <p>Rules ref: 2.3.2 (b) and 2.4.1</p>	<p>The proposed changes move the responsibility for the development and approval of the Corporate Strategy from the Representative Body to the Board.</p> <p>The revised Rules state that the Representative Body and the wider membership must be involved in the development and refining of Corporate Strategy.</p>
<p>Monitoring delivery of strategy</p> <p>Rules ref: 2.3.2 (f) and 2.4.1</p>	<p>The Representative Body's current function <i>'to actively monitor the performance of the strategy and the Board of Directors against the corporate strategy'</i> is deleted. The revised Rules place both these functions in the responsibilities of the Board.</p>

Key changes in summary with Rules references	Detail of changes
Approval of co-option procedure Rules ref: 2.3.2 (i)	Representative Body approval of the co-option procedure is deleted from the revised Rules. Co-option of Board members would become the responsibility of the Board.
Expulsion from Membership Rules ref: 3.9 / 3.9.2	It is proposed to give the Board the ability to make a proposal to the Representative Body in relation to expulsion of a Member, should they consider this is needed.
Quorum for members meetings Rules ref: 4.5.1	The revised Rules allow for electronic attendance at Members meetings, not just 'in person' attendance.
Removal from office of a Representative by the Representative Body Rules ref: 5.6.3(b)	Additional text inserted into the revised Rules to allow Representative Body to consider sanctions which stop short of removal. The current Rules do not give them any flexibility in this respect.
Delegated Panel Rules ref: 5.8	In the revised Rules the Delegated Panel (a sub-group of the Representative Body) is removed.
Board member attendance at Representative Body meetings Rules ref: 5.10.6	The Rules currently <i>require</i> 2 Board members to attend each Representative Body meeting. The revised Rules allow, rather than require, attendance of 2 members. It has been quite difficult for the Governance team to manage attendance and whilst we would strongly encourage it, we do not consider it should be a requirement.
Material dispute with the Society – Tenant or Employee Representative Rules ref: 5.10.14	Rules amended to allow the Board as well as the remaining Representatives to suspend a Representative from attending any meeting of the Representative Body or participating in its activities if in material dispute with the Society until such dispute is resolved to the satisfaction of the Board of Directors and a majority of the remaining Representatives.
Filling Board vacancies Rules ref: 6.6.1	In the revised Rules, text added to allow Board to fill non-executive vacancies.
Co-option Rules ref: 6.2.4	The Representative Body would no longer approve the co-option of Board members.

Key changes in summary with Rules references	Detail of changes
Remuneration and expenses Rules ref: 6.7	Decisions on the remuneration of Non-executive Directors, co-optees, and Executive Directors to move from Representative Body in the current Rules to Board in the revised Rules.
Written resolutions Rules ref: 6.9.7	The current Rules require all written resolutions of the Board to be sent to the Chair of the Representative Body and the nominated Representative for information. This has been amended in the revised Rules to exclude any confidential resolutions from this requirement.
Copies of Rules and Regulations Rules ref: 10.9.1	Sentence added in the revised Rules - first copy of Rules to be provided free of charge to a member of the Society if requested.
Covid provisions for 2020 Rules ref: 10.12	Removed as no longer relevant.