



**SHA Governing Body Review,
Recruitment and Succession
Planning Policy**

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1. INTRODUCTION

- 1.1 This policy aims to sets out Southside Housing Association’s (SHA) position in relation to on-going review of the effectiveness of the SHA Governing Body and individual Governing Body members, and how the Association plans and promotes future recruitment and succession to ensure consistent and effective on-going Governance and Governing Body membership skills which are aligned with achievement of Corporate Plan strategic themes and outputs.
- 1.2 The policy also aims to set out the key relationships between Governing Body member appraisal, development plans, skills requirements and succession planning.
- 1.3 A pro-active approach to succession planning is also a vital element of future proofing the Association in terms of continuity but also fresh perspectives and is linked to both the Associations’ Corporate Risk management and our business planning process
- 1.4 The SHA Governing Body Review, Recruitment and Succession Planning policy also applies to SHA’s wholly owned subsidiary Southside Lettings (Scotland) Ltd. (Southside Lettings), and any reference to SHA throughout this policy is also taken to refer to Southside Lettings also.

2. CONSTITUTIONAL AND REGULATORY REQUIREMENTS

- 1.1 The Association’s Rules set the following requirements which are reflected in this Policy:

- Rule 37.3 – A person must be aged eighteen or over and be a shareholding member of the Association to become a Committee member (including any person appointed to fill a casual vacancy);
- Rule 37.6 - The Management Committee will assess annually the skills, knowledge, diversity and objectivity that it needs for its decision making and what is contributed by committee members by way of annual performance reviews. The Committee must be assured that any Committee member who has continuous service on the Committee of more than nine years or more and who is seeking re-election is able to demonstrate his/her continued effectiveness as a Committee member before he she may stand for re-election.

1.2 The Scottish Housing Regulators' (SHR) *Regulation of Social Housing in Scotland: Our Framework* (Regulatory Framework) document revised in February 2024 sets out a range of Standards, Requirements and outcomes which registered social landlords (RSLs) in Scotland. The Regulatory Framework also includes the Standards of Governance and Financial management which each Scottish RSL must comply with.

1.3 The following Standards are relevant to this Policy:

Regulatory Standard 6.1 - The RSL has a formal, rigorous and transparent process for the election, appointment and recruitment of governing body members. The RSL formally and actively plans to ensure orderly succession to governing body places to maintain an appropriate and effective composition of governing body members and to ensure sustainability of the governing body.

Regulatory Standard 6.2 - The governing body annually assesses the skills, knowledge, diversity and objectivity it needs to provide capable leadership, control and constructive challenge to achieve the RSL's purpose, deliver good tenant outcomes, and manage its affairs. It assesses the contribution of continuing governing body members, and what gaps there are that need to be filled, and;

Regulatory Standard 6.3 - The RSL ensures that all governing body members are subject to annual performance reviews to assess their contribution and effectiveness. The governing body takes account of these annual performance reviews and its skills needs in its succession planning and learning and development plans. The governing body ensures that any non-executive member seeking re-election after nine years' continuous service demonstrates continued effectiveness.

1.4 This policy also takes account of the Office of the Scottish Charity Regulators' *Guidance and Good Practice for Charity Trustees* (revised June 2024).

2. Policy Statement

2.1 The Association will implement this Policy in a way that reflects our ethos of leadership by local people, with high levels of community and tenant involvement in our governance and decision-making. We will therefore:

- Encourage people with an interest in the Association's work and a commitment to our aims and values to put themselves forward for election to the SHA Governing Body;
- Provide support to help all of our committee members in developing their knowledge and experience, including induction training and support for new members;

- Use targeted promotion or recruitment as required, to address any gaps in representation, perspectives or experience on the Management Committee.
- 2.2 Governing Body members' self-assessment of their contributions and of their learning and support needs will be at the centre of our approach. We will make individual reviews with Governing Body members a positive experience that strengthens confidence and capacity.
- 2.3 The Association recognises the importance of the regular refreshing of Governing Body membership. We will balance the need for turnover alongside the need to retain skills, experience and commitment, all of which contribute to strong and effective governance.

3. Governing Body Member Performance Review

- 3.1 In line with Rule 37.6 of the Associations' Constitution, and to ensure compliance with Regulatory Standard 6.3 the Association has a programme of annual performance review of Governing Body members. Over and above our constitutional and regulatory obligation the annual performance review will assess the strength and on-going effectiveness of individual Governing Body members and the Governing Body as a whole.
- 3.2 The Governing Body member annual performance review cycle will consist of six key elements:
- The Governing Body performance review
 - Governing Body member individual performance review
 - 360° Chair review
 - Continued effectiveness review for longer serving Governing Body members
 - Governing Body Annual Review Report and Recommendations
 - Training and Development Plan and Succession Plan

Governing Body Performance Review

- 3.3 Both the Governing Body as a whole and each individual Governing Body member will be subject annually to a one-to-one meeting with the Chairperson or an independent consultant. Governing Body members will complete and annual review form in advance of the meeting.
- 3.4 Governing Body members will be issued with performance review forms at least two weeks before their performance review meeting which will enable Members to adequately prepare and consider their response to question

within the review form.

3.5 The performance review process will enable the Governing Body to:

- Identify the strengths and effectiveness in relation to how the Governing Body as a whole is operating.
- Identify any areas where improvements or changes may be required.
- Form a collective picture of the Governing Body's knowledge, skills and experience, and where any gaps may be identified.
- Assess the Governing Body's profile in terms of age, gender balance, ethnicity and length of tenure.
- Identify any areas in performance that can be improved by recruiting individuals with a specific skill set which may be identified as a current gap within the Governing Body
- Identify training and development needs, and;
- Assist in succession planning by providing a programme of training, mentoring and support for Governing Body members who may be interested in becoming an Office Bearer or Chairperson in the future.

Governing Body Member Individual Review/Appraisal

3.6 The annual programme of Governing Body member reviews will take place usually over the course of May and June each year.

3.7 The Governing Body member review will usually be carried out by an independent facilitator advisor.

3.8 Governing Body members will normally be asked to complete a self-assessment form to prepare for their review meeting. The review meeting will assess how comfortable committee members are with the more technical aspects of the Association's business, and the range of skills and knowledge required to be an effective Governing Body member to help identify any learning needs. The review conversation will also cover the softer skills that effective Governing Body members consistently show, such as:

- Listening
- Questioning
- Openness to learning
- Teamwork
- People skills
- Contributing to decisions

- Constructive challenge
- Being open-minded and objective.

3.9 Review meetings will be informal, to encourage an open discussion about the Governing Body member's contribution and any learning and development needs identified through the review process. A note will be made of each review meeting, to provide a record of the main points discussed and any follow-up actions.

Chairpersons Review

3.10 The Chairperson of the SHA Management Committee will be the subject of a specific review (appraisal). The Chairperson's annual review will be formed of a '360° appraisal'. This involves the Chairperson completing a self-assessment review form in the same way as all Management Committee members, however as assessment of the Chair's performance will also be completed by all Management Committee members.

3.11 The Chairperson's review meeting will usually be carried out by an independent facilitator or advisor. The Vice-Chair may also be present in line with the Vice-Chair Role Description.

3.12 The Chairperson's review meeting will incorporate the standard format informal review discussion as carried out with all Governing Body members. In addition, a review discussion will be carried out based on the Chairperson's Role Description.

3.13 With regard to the Chairperson's Role description an assessment of the Chairperson's performance and other feedback will be provided by Management Committee members as part of their review meeting

Continued effectiveness review for longer serving Management Committee members

3.14 Regulatory Standard 6.3 requires *"..The governing body ensures that any non-executive member seeking re-election after nine years' continuous service demonstrates continued effectiveness"*.

3.15 The Association values the commitment and contribution of voluntary Management Committee members and does not assume that length of service by itself reduces effectiveness. The Management Committee will seek reasonable assurance during annual review meetings that Management Committee members affected by the Rule 37.6 of the SHA Rules (the '9-year rule') and who wish to seek re-election continue to be committed and effective in their role.

- 3.16 The assessment will be conducted when Management Committee members with continuous service of nine years or more stand down and seek re-election at the Annual General meeting in line with Rule 39.1 of the SHA Rules, rather than an annual assessment of their on-going effectiveness.
- 3.17 As part of the Governing Body member review process, the independent facilitator will assess any Management Committee member's on-going effectiveness who has more than nine-years continuous service.
- 3.18 The Management Committee as a whole is responsible for deciding whether a Management Committee member affected by the '9-year rule' may stand again for re-election. The Office Bearers may make a recommendation on such cases, which the Management Committee may accept or reject in reaching its decision. The Management Committee shall also have regard to the criteria discussed with the member at their annual review meeting. These include:

Continued objectivity

- Placing facts ahead of personal feelings or opinions, when contributing to Management Committee decisions
- Ensuring that relationships with other Management Committee members and the SHA Leadership Team continue to be respectful and do not become inappropriate.

Independent challenge

- Offering constructive challenge to information set out in reports or in discussions involving senior staff and other committee members, while respecting the views and feelings of others
- Acceptance of collective responsibility for the decisions of the Management Committee decisions

Continued impact

- Continued willingness to learn and keep up to date with changes affecting the Association
 - Commitment and impact as a committee member remains strong (preparation for meetings, attendance, contributions at meetings, working as part of a team)
 - Adherence to the SHA Code of Conduct for Governing Body members
- 3.19 Any Management Committee member who is the subject of a review by the Management Committee in this way should withdraw from the meeting during the Management Committee's discussions and deliberations but may ask to address the meeting either before or after the Management Committee reaches its decision.

Governing Body Annual Review Report

3.20 The Independent Facilitator who has carried out the annual review process will develop a Governing Body Annual Review Report for the Association which will be presented to the Management Committee. This report will be developed from the outcomes of the collective Governing Body review, individual Governing Body reviews, The Chairperson’s review and any member subject to the ‘nine-year rule’ review.

3.21 The report will be expected to include:

- Information about the current profile of the Management Committee;
- Action points from the Management Committee’s annual review discussion;
- An overview of the issues raised during committee members’ review meetings, and any action points for improving the way committee business is done;
- Training and development needs identified during annual review conversations;
- Members’ intentions about remaining as a committee member and seeking an office-bearer position in future;
- Any succession planning or recruitment/promotion issues identified, and proposed action points.

Training and Development Plan

3.22 The Governing Body Annual Review Report will report on the training needs identified for the Governing Body as a whole, and for individual members (with the latter reported on anonymously). The Association will allocate appropriate resources to meet Governing Body members’ learning and development needs, including provision for Governing Body training and development within the annual budget.

3.23 The training and development recommendations identified within the Governing Body Annual Review Report will take account of broader factors, as required. These may include:

- the strategic themes set in the Association’s Corporate Plan;
- changes in our operating environment; and
- external risks which may impact the Association.

3.24 A key output of the Report will be the development of an annual Governing Body Member Training and Development Plan training plan that will identify individual and collective training to be delivered throughout the year. This will be monitored and progressed by the Leadership Team.

4. Governing Body Member Recruitment

- 4.1 The Association is a Community Based Housing Association and the Associations' Management Committee is elected by and is responsible to the shareholding membership of the Association. In line with the Association's Membership Policy, we will actively promote membership and promote and encourage existing shareholding members to be nominated to become members of the SHA Management Committee.
- 4.2 As set out at Rule 37.3 of the SHA Rules a member of the Management Committee must be a shareholding member of the Association including for casual vacancies within the Management Committee. Management Committee may however recruit specific skills and experience to the Governing Body as a Co-optee without the requirement for shareholding membership. The Scottish Housing Regulator may also make statutory appointment to the Governing Body without the requirement for them to be a shareholding member of the Association.

Promoting Opportunities to Shareholding Members for Election

- 4.3 Section 8.2 of the Association's Membership Policy has a commitment to promote opportunities for serving on the Management Committee to the shareholding membership of the Association.
- 4.4 We will actively promote opportunities to the shareholding membership through publicising opportunities through our corporate communications e.g. Newsletters, website and social media. We will also promote nominations from the shareholding membership in advance of the Associations' Annual General Meeting (AGM) and to the shareholding membership at the AGM

Recruiting Specific Knowledge and Skills to the Governing Body

- 4.5 Refreshing the membership of the Governing Body is valuable in bringing different experiences and perspectives and new knowledge and skill sets to augment the experience, knowledge and skills among the existing Governing Body membership.
- 4.6 The specific skills and knowledge gaps identified by the Governing Body are a key output from the Governing Body Annual Review process set out at Section 3 of this policy.
- 4.7 The Governing Body Annual Review process will also provide advance notice of any current Governing Body member's future intentions with regard to

stepping down from the Governing Body and allow for forward succession planning and effective recruitment

- 4.8 The SHA Corporate Plan and the Strategic Themes and outputs sets out within the Corporate Plan will also inform key skills and expertise required by the Governing Body and recruitment to the Governing Body.
- 4.9 We will seek to recruit those specific skills from within the shareholding membership. Where we are unable to recruit from within the membership the Governing Body may recruit specific knowledge or skills onto the Management Committee or a sub-committee as a Co-optee member.
- 4.10 The Association will advertise vacancies within the Governing Body through our website and social media channels and will also utilise sector bodies such as Employers in Voluntary Housing (EVH) and the Scottish Federation of Housing Associations (SFHA).
- 4.11 The Association will also recruit necessary skills and expertise from sector initiatives which encourage and promote participation in an RSL's Governing Body such as SFHA's 'OnBoard' programme which looks to match suitable candidates with RSLs who are actively recruiting.
- 4.12 Where the Association finds a number of suitably qualified candidates for a vacancy on the Management Committee, we may offer a suitable candidate to join one of the Governing Body sub-committees subject to vacant position as a Co-optee member. This would allow a candidate to gain valuable experience of the Association and its governance structure with a view to filling a vacancy on the management Committee if and when an opportunity arises.
- 4.13 By monitoring the equality and diversity profile of the Governing Body through equality data profile collection and through the Governing Body Annual Review, we may also tailor our recruitment of new members to address any areas of under-representation such as targeting recruitment through specific community channels or third sector groups.
- 4.14 The Association's recruitment process for new Governing Body members is set out at Appendix 1 of this policy.

Governing Body Member Induction

- 4.15 The Association will develop and review the Governing Body member induction process in the light of recommendations arising from the Governing Body annual review and sector best practice to ensure that it meets the requirements of new members.

4.16 The induction process will include:

- Access to a secure governance portal for Governing Body members to access reports, policies and procedures, key governance documents and training resources.
- Meeting with the SHA Leadership team
- Tour of SHA stock and area operation
- Training needs assessment and development of a new member induction/training plan

5. Succession Planning

5.1 Succession Planning is the process of identifying, selecting and developing individuals to ensure the continuity of key roles.

5.2 Succession Planning is key to ensuring the continuity of good governance arrangements within the Association. Lack of effective succession planning processes for Governing Body members would represent a strategic risk for the Association.

5.3 As set out at section 3.21 of this Policy, a succession plan and proposed action points is an expected outcome of the Governing Body Annual Review process.

5.4 The Governing Body member Annual Review will assess the following with respect to effective succession planning:

- The long-term plans or commitment of all Governing Body members, including if and when they plan to retire from the Governing Body, or step down from an Office Bearer role.
- Identify Governing Body members who are available, interested or likely to succeed to an Office Bearer role or sub-committee chairperson roles
- The number of years before an individual Governing Body member may feel they have the confidence or capacity to take on further Governance responsibilities
- The on-going effectiveness of members with nine-years or more continuous service

5.5 Additionally, as set out at Section 3.23 of this Policy succession planning may also be informed by what is required by the Governing Body to assist the achievement of the Corporate Plan Strategic Themes and outputs, external risks or material changes to the operating environment for the Association.

- 5.6 Succession Planning arrangements will also be monitored and subject to on-going review by the Governing Body at annual strategic planning events.
- 5.7 Governing Body members who have expressed an interest or who have been identified as potential Office Bearers, will have training and development plans which are tailored to building the skills and capacity to succeed into those roles

Office Bearers

- 5.8 In accordance with Rule 59.11 of the SHA Rules, the Chairperson may be re-elected but can not hold that office continuously for more than five years. Section 4.2 of the SHA Standing Orders also places a five-years upper limit on all Office Bearers holding their position continuously
- 5.8 The Vice-Chair deputises for the Chair when required and it would be customary to expect the Vice-Chair to be mentored and supported to succeed to the role of the Chair when the Chair stands down or reaches the end of their five years tenure.

6 DATA PROTECTION

- 6.1 The Association collects personal data about Governing Body members or prospective Governing Body members for the purpose of monitoring the equalities profile of the Governing Body in line with Regulatory requirements and to ensure that we are treating everyone fairly and not discriminating against any person with a protected characteristic.
- 6.2 Personal data will be collected and processed in line with our obligations in terms of the UK Data Protection Regulation (UKGDPR), Data Protection Act 2018, the SHA Privacy Policy and our Fair Processing Notice. We will only collect and process sensitive personal data where we have the appropriate lawful bases for processing that type of data.
- 6.3 In monitoring equalities data wherever possible this data will be used in an anonymised aggregated way. Access to any individual's sensitive personal data will be strictly controlled and stored in a secure way as set out in the SHA Fair Processing Notice. This also sets out how and why we may share data and who we may share it with.
- 6.4 The SHA Data Retention Schedule sets out how long we will retain equalities data.

7. EQUALITY AND HUMAN RIGHTS

- 7.1 This policy reflects the Association’s commitment to meeting our Equality obligations in advancing equality, promoting good relations and eliminating discrimination in the way we provide our services.
- 7.2 It also aims to reflect our commitment to considering the Equality and Human Rights impacts of what we do as a registered social landlord, including how we communicate and provide access to information to tenants and other service users.
- 7.3 An Equality Impact Assessment has been completed in relation to this Policy.

8. POLICY REVIEW

- 8.1 This policy will be subject to review every three years or sooner in the event of significant legislative or regulatory developments which impact this policy.

Appendix 1.

Governing Body Member Recruitment Process

Applications and Nominations

- All candidates/applicants will be provided with a Recruitment Pack
- All should complete an application form and eligibility statement and return to the registered office at Southside House, 135 Fifty Pitches Road, Glasgow, G51 4EB
- If a shareholding member is seeking election at the AGM, a nomination form must also be completed, signed by another shareholding member and be submitted with the application form.

Meetings/Interviews

Shareholding members who are interested joining the Governing Body should be invited to attend an informal meeting to discuss the role. This should involve at least two members of the SHA Leadership Team. The purpose of the meeting will be to:

- Confirm the candidate's eligibility to act as a member of the Governing Body
- Establish the candidate understands the role of Governing Body members, including the likely time commitment involved.
- Establish the potential contribution likely to be made by the candidate, in the light of the skills, knowledge and experience described in the Governing Body member profile
- Answer any questions from the candidate
- Explain the induction process and support available.

It is appropriate to explore why a member is seeking to stand for election at this introductory, informal meeting and, if it seems that their expectations do not reflect the role, to be clear about the discrepancy. For example, if a shareholding member seeks to join the Governing Body because there is a specific issue that they want to resolve (perhaps relating to their tenancy or to a service they receive), it is important that it is made clear that membership of the Governing Body specifically prevents individual, personal matters being pursued other than through the procedures that are available to all tenants and service users.

The candidate will then be invited to meet with at least two members of the Governing Body, normally the Chair and one other.

It is important to be clear that shareholding members of the Association can be nominated, stand for election and be elected without being ‘approved’, as long as they meet the eligibility criteria in the rules. It is also an opportunity to describe the requirements of the Code of Conduct for Governing Body Member, which must be signed before anyone can become a member of the Governing Body.

Applicants who respond to a recruitment drive such as an advert or who volunteer should be invited to an informal meeting with the SHA Leadership Team, if suitable, they will then be invited to a formal meeting with least two members of the Board (normally the Chair and one other).

Applicants should be advised of the outcome of an interview within a reasonable timescale. Decisions should be made by the interview panel based on the agreed recruitment priorities, and recommendations to the Governing Body should be linked to the profile.

Successful applicants may be invited to attend a meeting of the Management Committee or relevant sub-committee or subsidiary board as observers before their appointment is confirmed/they stand for election.



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