

# Governing Body Review, Recruitment & Succession Planning Policy



<b><i>Purpose:</i></b>	To establish DPHA's policy and set out our expected standards regarding the Governing Body's Annual Performance Review process; recruitment of Governing Body members and succession planning for members of the Governing Body.
<b><i>Date:</i></b>	New policy
<b><i>Review Date:</i></b>	December 2028
<b><i>Guidance:</i></b>	SFHA Governing Body Member Succession Planning & Recruitment, January 2025 SFHA Governing Body Member Induction, November 2025 Office of the Scottish Charity Regulators' Guidance and Good Practice for Charity Trustees, June 2024
<b><i>Regulatory Standards:</i></b>	Regulatory Standard 6.1, 6.2 & 6.3
<b><i>Connected Policies:</i></b>	Board Member Code of Conduct Board Member Guide Membership Policy Equality, Diversity & Inclusion Policy Privacy Policy
<b><i>Date approved by the Board (or P&amp;PSC if delegated)</i></b>	Discussed at the P&P SC on 9 December 2025 & recommended to the Board for approval subject to minor changes, which have been made in red type
<b><i>Publish on Website</i></b>	Yes

<b>Contents</b>	<b>Page Nos.</b>
1. Introduction .....	4
2. Constitutional and Regulatory Requirement .....	4
3. Governing Body Member Performance Review .....	6
4. Governing Body Member Recruitment .....	10
5. Succession Planning .....	12
6. Data Protection .....	14
7. Equalities, Diversity & Inclusion.....	14
8. Policy Review .....	14

Appendix 1 – Governing Body Member Recruitment Process

Appendix 2 – Governing Body Succession Planning Template

Appendix 3 – Equality, Diversity & Inclusion Assessment

## 1. INTRODUCTION

- 1.1 This policy aims to sets out Dalmuir Park Housing Association's (DPHA) position in relation to on-going review of the effectiveness of DPHA's Governing Body and individual Governing Body members; recruitment, retention and succession planning related to Governing Body members to ensure Governing Body member's skills and experience are aligned with the achievement of our Business Plan's strategic goals, objectives and outputs.
- 1.2 The policy also aims to set out the importance of Governing Body member appraisal, development plans, skills requirements, succession planning and how each interlink.
- 1.3 A proactive approach to succession planning is a vital element of future proofing the Association in terms of continuity, attracting and retaining Governing Body members, and is linked to the Association's approach to risk management and our business planning process.
- 1.4 By Governing Body, we mean our voluntary Board of Management.

## 2. CONSTITUTIONAL AND REGULATORY REQUIREMENTS

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

- Rule 37.3 – A person must be aged 18 or over and a Member to become a Board Member (including any person appointed to fill a casual vacancy) other than a person appointed as a co-optee or appointed by The Scottish Housing Regulator who must be aged 18 or over but
- need not be a Member.
- Rule 37.6 - The Board shall assess annually the skills, knowledge, diversity and objectivity that it needs for its decision making and what is contributed by the Board Members by way of annual performance reviews. The Board must be assured that both any Elected Board Member seeking re-election to the Board, or Appointed Board Member seeking to continue as Board Member who has continuous service on the Board of nine years or more and is able to demonstrate their continued effectiveness as a Board Member before they may stand for re-election or continue as an Appointed Board Member.

2.2 The Scottish Housing Regulators' (SHR) *Regulation of Social Housing in Scotland: Our Framework* (Regulatory Framework), February 2024 sets out a range of standards, requirements and outcomes, including the Standards of Governance and Financial management, which registered social landlords (RSLs) in Scotland must comply with.

2.3 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.

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

### **Policy Statement**

2.5 Our people and our community are at the heart of DPHA, including our governance and decision-making processes. 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 DPHA's Governing Body;
- Provide support to help all our Board members to develop their knowledge, skills and experience, including providing induction training and support for new members and regular checks ins throughout the year;

- Use targeted promotion or recruitment as required, to address any gaps in representation, skills or experience on the Governing Body.
- 2.6 We will ensure annual reviews carried out with Governing Body members are a positive experience that strengthens confidence and capacity of each member and of the Board as a collective.
- 2.7 The Association recognises the importance of attracting new Governing Body members. We will balance the need for recruitment alongside the need to retain skills, experience and commitment of existing Board members, 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' Charitable Rules, and to ensure compliance with Regulatory Standard 6.3, the Association carries out annual performance reviews of Board members to assess annually the skills, knowledge, diversity and objectivity that the Board needs for its decision making.
- 3.2 The Governing Body annual performance review process will consist of six key elements:
- The Governing Body performance review.
  - Governing Body member individual performance review.
  - 360° Chairperson review.
  - Continued effectiveness review for longer serving Governing Body members.
  - Governing Body Annual Review Report and Recommendations.
  - Training and Development Plan and Succession Plan for Governing Body members and the Board.

#### **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 as part of the annual performance review. Governing Body members will complete an annual review form in advance of the meeting.
- 3.4 Ideally, Governing Body members will be issued with annual review forms at least two weeks before their performance review meeting which will enable Members to adequately prepare and consider their response to questions

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 operates.
- 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.
- Identify each Governing Body member's aspirations, and;
- Assist in succession planning by providing a program 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 program of Governing Body member reviews will take place usually over the course of January and February 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 performance review meeting. The review meeting will assess how comfortable Governing Body 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 and 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 Performance review meetings will be conducted in a manner as 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.

### **Chairperson's Review**

- 3.10 The Chairperson of DPHA's Governing Body will be the subject of a specific review/appraisal. The Chairperson's annual performance review will be formed of a '360° appraisal'. This involves the Chairperson completing a self-assessment review form in the same way as all Governing Body members; however, an assessment of the Chair's performance will also be completed by all Governing Body members.
- 3.11 The Chairperson's review meeting will usually be carried out by an independent facilitator or advisor.
- 3.12 The Chairperson's performance review meeting will incorporate the standard 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, and feedback from the 360° appraisal will be provided to the Chair.

### **Continued effectiveness review for longer serving Governing Body members**

- 3.13 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.*
- 3.14 The Association values the commitment and contribution of voluntary Governing Body members and does not assume that length of service by itself reduces effectiveness. The Governing Body will seek reasonable assurance during the annual performance review meetings that Governing Body members affected by the Rule 37.6 of the DPHA Rules (the '9-year rule') and who wish to seek re-election continue to be committed to DPHA and effective in their role as Governing Body members.
- 3.15 The assessment will be carried out when Governing Body 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 DPHA Rules. This applies to Elected and Appointed Governing Body members.
- 3.16 Thereafter, and as part of the Governing Body member annual review process, the independent facilitator will assess any Governing Body member's on-going effectiveness who has more than nine-years continuous service.

3.17 The Governing Body as a whole is responsible for deciding whether a Governing Body 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 Board may accept or reject in reaching its decision. The Governing Body shall reflect on the criteria discussed with the member at their annual review meeting. This will include:

**Continued objectivity**

- Placing facts ahead of personal feelings or opinions, when contributing to Governing Body decisions.
- Ensuring that appropriate relationships exist with other Governing Body members and DPHA's Leadership Team.

**Independent challenge**

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

**Continued impact**

- Continued willingness to learn and keep up to date with changes affecting the Association.
- Commitment and impact as a Governing Body member remains strong (preparation for meetings, attendance, contributions at meetings, working as part of a team).
- Adherence to the DPHA's Code of Conduct for Governing Body members.

3.18 Any Governing Body member who is the subject of a 9-year rule review by the Governing Body should declare an interest and withdraw from the meeting during the Board's discussions, deliberations and decision making on the matter.

**Governing Body Annual Review Report**

3.19 The Independent Facilitator who has carried out the annual review process will develop a Governing Body Annual Review Report, which will be presented to the Board. 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 '9-year rule' review.

3.20 The report will be expected to include:

- Information about the current profile of the Governing Body;
- Action points from the Governing Body’s annual review discussions;
- An overview of the issues raised during Board members’ review meetings, and any action points for improving the way Board business is done;
- Training and development needs identified during annual review conversations;
- Members’ intentions about remaining as a Governing Body member and seeking an office-bearer position in the future;
- Any succession planning, aspirational issues identified, including when members plan to step down from the Board, and any proposed action points.

### **Training and Development Plan**

3.21 The Governing Body Annual Review Report will report on the training and development needs identified for the Governing Body as a whole, and for individual members (with the latter reported 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.

3.22 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 Business Plan;
- Changes in our operating environment; and;
- External strategic risks which may impact the Association.

3.23 A key output of the Report will be the development of an annual Governing Body Member Training and Development Plan that will identify individual and collective training to be delivered throughout the year. The plan 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 Association’s Board of Management 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 DPHA’s Board of Management.

4.2 As set out at Rule 37.3 of the DPHA Rules, a member of the Board must be a shareholding member of the Association including casual vacancies within the Board. The Governing Body 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 a statutory appointment to the Governing Body without the requirement for the appointed member to be a shareholding member of the Association. However, members appointed to the Board by the Governing Body must be shareholding members.

### **Promoting Opportunities to Shareholding Members for Election**

- 4.3 The Association's Membership Policy commits the Association to promote opportunities for serving on the Board of Management to DPHA's shareholding membership.
- 4.4 We will actively promote opportunities to our shareholding membership through, for example, the following: Newsletters, website, various social media platforms, adverts in common closes, recruitment drives, and at various community events. We will also promote nominations from the shareholding membership in advance of the Associations' Annual General Meeting (AGM) and immediately prior to the AGM.

### **Recruiting Specific Knowledge and Skills to the Governing Body**

- 4.5 Refreshing the membership of the Governing Body is valuable in attracting different skills, experiences, perspectives and new knowledge to augment the experience, knowledge and skills among the existing Governing Body membership.
- 4.6 Identifying any specific skills and knowledge gaps through the Governing Body is 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 DPHA's Business Plan and the strategic goals, objectives and outputs set out within the Plan will also inform the key skills and expertise required by the Governing Body to deliver the Business Plan, and the requirements for recruitment to the Governing Body.
- 4.9 We will seek to recruit those specific skills from within the shareholding membership, our tenant base and within the local community. Where we are unable to recruit from these sources the Governing Body may recruit specific knowledge or skills onto the Board or a Sub-Committee as a Co-optee member.
- 4.10 The Association will advertise vacancies within the Governing Body through our website; through various social media channels, including LinkedIn, and we will utilise sector bodies such as Employers in Voluntary Housing (EVH) and the Scottish Federation of Housing Associations (SFHA) and other professional trade e-magazines. We will also consider a recruitment campaign targeted at local colleges, local

employers and local community groups.

- 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 'On-board' 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 Governing Body, we may offer a suitable candidate the opportunity to join one of the Governing Body Sub-Committees as a Co-optee member, subject to a vacancy being available. 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 Governing Body 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 Performance 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 Performance 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 DPHA Leadership team and Corporate Services team.
  - Tour of DPHA stock and area operation.
  - Training needs assessment and development of a new member induction/training plan.
  - Provision of an iPad or tablet and DPHA email account.
  - Access to e-learning for immediate training needs.
  - Allocated an existing Board member 'buddy'.
  - Information on DPHA's health and wellbeing resources.

## **5. Succession Planning**

- 5.1 Succession Planning is the process of identifying, nurturing and developing individuals to ensure the continuity of key roles based on the Governing Body member's aspirations and performance.
- 5.2 Succession Planning is key to ensuring the continuity of good governance arrangements within the Association and within the Governing Body. 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 Performance Review process.
- 5.4 The Governing Body member Annual Performance Review will assess the following with respect to effective succession planning for the Governing Body:
- 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 aspire to or 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 9-years or more continuous service.

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 Business Plan Strategic goals, objectives and outputs, external strategic 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 regular intervals and as part of planning for the AGM.
- 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 build the skills and capacity to succeed in such roles.

### **Office Bearers**

- 5.8 In accordance with Rule 59.11 of the DPHA Rules, the Chairperson may be re-elected but cannot hold that office continuously for more than five years. DPHA's Standing Orders also places a five-years upper limit on Sub-Committee Chairs holding their position continuously.

- 5.9 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 DPHA 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 DPHA's Fair Processing Notice. This notice sets out how and why we may share data and who we may share it with.
- 6.4 DPHA's Data Retention Schedule sets out how long we will retain equalities data.

## **7. EQUALITY, DIVERSITY & INCLUSION**

- 7.1 To ensure that our Governing Body Review, Recruitment and Success Planning Policy and practices are fair, inclusive, promote an environment of respect and understanding, and do not unlawfully discriminate against people with a protected characteristic, we have carried out an Equality Impact Assessment (EIA) in line with our Equality, Diversity & Inclusion Policy. A copy of the EIA can be made available upon request.

## **8. POLICY REVIEW**

- 8.1 This policy will be subject to review every three years or earlier if required.

## Governing Body Member Recruitment Process

### Applications and Nominations

- All applicants/nominations will be provided with a Recruitment Pack.
- All should complete an application form and eligibility statement and return them to the registered office at Dalmuir Park Housing Association, Beardmore House 631 Dumbarton Road, Clydebank, G81 4EU, or via email to [admin@dpha.org.uk](mailto:admin@dpha.org.uk)
- If an applicant is not a shareholding member, their shareholding membership must be approved by the Governing Body prior to being appointed to the Board – see the Association’s Rules.
- 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 and eligibility statement. The procedure for being elected at the AGM is set out in the Association’s Rules.
- Governing Body member vacancies can be filled throughout the year, normally by appointments to the Board by the Governing Body. The Governing Body can appoint a maximum of 5 appointed Board members for a specific time-period as per Rule 37.1.

### Meetings/Interviews

Shareholding members and applicants who are interested in joining the Governing Body will be invited to attend an informal meeting to discuss the role. Where possible this should involve a member of the Leadership Team and the Corporate Services Officer. The purpose of the meeting will be to:

- Confirm the applicant’s eligibility to act as a member of the Governing Body.
- Establish the applicant understands the role of a Governing Body member, including the likely time commitment involved.
- Establish the potential contribution likely to be made by the applicant, in the light of the skills, knowledge and experience described in the Governing Body member profile.
- Answer any questions from the applicant.
- Explain the process for becoming a Board member.
- Explain the induction process and support available.
- To describe the requirements of the Governing Body Code of Conduct, which must be signed before anyone can become a member of the Governing Body.

- To advise that Governing Body members are Disclosure Scotland checked.

It is appropriate to explore why a shareholding member or an applicant wants to join the Governing Body at this introductory, informal meeting and, if it seems that the member or applicant's expectations do not reflect the requirements of the role, the Leadership team member must be clear about why this appears to be the case and be able to explain this. For example, if a shareholding member or applicant 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.

After the initial meeting and time permitting, the applicant will then be invited to meet with the Chair or Vice Chair of the Governing Body to find out more about the role.

Applicants will be invited to attend a meeting of the Governing Body as an observer before their appointment is confirmed/and or they stand for election at the AGM. If a shareholding member is standing for election at the AGM, there may not be enough time to observe a Board meeting, which may, due to timing of meetings be unavoidable and is not therefore a barrier to becoming a Board member.

Once the applicant has observed a Governing Body meeting a report will be presented to the next Governing Body meeting for consideration if the applicant meets the eligibility criteria set out in DPHAs Rules.

The applicant will be informed of the outcome of the Governing Body's decision at the earliest opportunity so that the onboarding process can start.



