

Date Issued	5 May 2006
Last Reviewed	August 2021
Department	Corporate
Title	Management Committee Membership
Objective	To describe the requirements and arrangements for recruiting to the Membership of the Management Committee
Responsible	Chief Executive
Next Review Date	August 2026

1.0 Introduction

1.1 Management Committee Role

Our Management Committee is responsible for the effective and efficient management of our business, in accordance with the law and the standards set out in our Rules, policies and procedures and The Scottish Housing Regulator's Governance Standards.

This policy should be read in conjunction with our Rules and Code of Conduct for Governing Body Members

The Management Committee is responsible for policy making, and for the process of implementation, monitoring and review of policies (see Code of Conduct for Governing Body Members).

1.2 Management Committee Membership

The Management Committee will endeavour to ensure that its membership consists of people who have a general empathy with our aims and objectives, reflect a balance of community interests, and have the ability as part of a team to ensure the effective and efficient management of our business.

1.3 Management Committee's Responsibilities

The Management Committee is responsible for the mentoring and support of existing Management Committee Members, recruitment and induction of new Management Committee Members, ensuring that the Management Committee has the correct mix of skills and experience it requires, and to develop the Management Committee Away Day agenda.

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In practice the Management Committee may delegate some of these tasks to the Chair or to staff, but it will review its governance responsibilities at each Management Committee Away Day, as well as approving an annual Training Plan for Management Committee members.

2.0 Membership Procedures

2.1 Management Committee Structure

The Management Committee consists of up to 15 Members, of whom up to no more than one third be co-opted Members. The Management Committee aims to maintain a membership of between 10 and 12 at any one time, but will recruit additional members above this level as part of planned succession.

2.2 Review of Management Committee Composition

To ensure that the Management Committee consists of people with the interest and ability to manage our business efficiently and effectively, the Chair will review Management Committee membership as follows:

- Annually, prior to the Management Committee Away Day, the Chair reviews the Management Committee's skills in order to identify the skills, expertise and representation we require to recruit onto the Management Committee, and reports to the Management Committee on their findings
- From time to time, if vacancies arise during the year, or when issues arise which identify an area of expertise required

2.3 Method of Recruitment

The Management Committee is responsible for the recruitment of new Management Committee Members. Normally this will involve an open recruitment process overseen by a Working Group set up for this purpose by the Management Committee.

In addition, Management Committee Members may be recruited by invitation by the existing Management Committee, or via a direct note of interest to the Management Committee, under one of the following headings:

- to fill a Casual Vacancy under Rule 41, whereby a Member may be invited to join the Management Committee for the period remaining up to the next AGM, at which time they require to stand down, but may stand for election to the Committee in their own right
- as a co-opted Member under Rule 42.1, whereby an Association Member or a non-Member may be invited to join the Management Committee on the basis of particular skills or expertise that the Management Committee wishes to secure, for any period up to the next AGM

The Association Members must approve any nominations to join the Management Committee at the AGM. This approval is by a majority of the Members present or voting by proxy.

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Anyone interested in joining the Management Committee will be directed to background information on elha.com.

2.4 **Eligibility for the Management Committee**

A Member of the Management Committee must be 18 years of age or over unless co-opted or appointed by the Scottish Housing Regulator.

2.5 **Credentials for Management Committee Membership**

We will seek to encourage those in the community who support our aims and objectives, and who have the ability to contribute to the effective management of our business, to join the Management Committee.

The Management Committee will seek to clarify with potential Members or Co-optees:

- Their degree of interest in, or reasons for wishing to join, the Management Committee
- What is required of them as a Management Committee Member, for example, conduct, commitment, responsibility and so on, as set out in the Code of Conduct for Governing Body Members
- Their agreement to appropriate induction training as a new Management Committee Member, and to ongoing training

These points will be set out in the nomination papers issued prior to the AGM, and discussed with those who have expressed an interest, or who may be invited onto the Management Committee during the year.

2.6 **Skills, Expertise and Interests Sought by the Management Committee**

The Management Committee will endeavour to ensure that its membership is representative of a range of persons from the community who can contribute to the effective running of the Association.

The range of skills, which may be required, may include housing experience, community and/or special needs interests, finance, business and/or human resource management expertise, building and/or technical knowledge, legal experience, health & safety expertise. This list is not exhaustive but is illustrative of the range of skills the Management Committee seek from time to time.

2.7 **Management Committee Members' Responsibilities**

Following their election or appointment, each new Management Committee Member will be bound by the Code of Conduct for Governing Body Members.

2.8 **Attendance**

The Executive Support Officer will maintain a register of Management Committee Members' attendance at Management and Sub-Committee

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meetings. Attendance will be discussed at each Management Committee Member's Annual Review meeting.

2.9 Training

Management Committee Members will be required to attend appropriate induction training and thereafter to attend ongoing training, as required and in accordance with the Management Committee Training Policy and Annual Training Plan, to ensure so far as possible that they are equipped to fulfil their responsibilities in accordance with all current law, statutory regulations, central guidance and good practice.

2.10 Removal of a Management Committee Member

Under Rule 44.5, the Management Committee may remove a Management Committee Member from office by a resolution approved by the majority of the remaining Management Committee Members voting in favour of this at a special meeting convened for this purpose. The vote to ask a Management Committee Member to leave the Management Committee must relate to one of the following:

- Failure to perform to the published standards laid out by the SFHA and The Scottish Housing Regulator adopted and operated by the Association
- Failure to sign or comply with The Code of Conduct for Governing Body Members
- A breach of the Association's Rules or Standing Orders

The Association will endeavour to provide adequate guidelines and training to Management Committee Members to ensure an acceptable level of performance in the carrying out of their duties and responsibilities.

2.11 Ineligibility for, and Vacating of, Management Committee Membership

In accordance with Rule 43, a potential member cannot join the Management Committee nor a Member remain on the Management Committee or stand for re-election if they:

- Have been adjudged bankrupt, has granted a trust deed for or entered into an arrangement with creditors or their estate has been sequestrated and has not been discharged
- Are or will be unable to attend Management Committee Meetings for a period of 12 months
- Have been convicted of an offence involving dishonesty which is not spent by virtue of the Rehabilitation of Offenders Act 1974 or an offence under the Charities and Trustee Investment (Scotland) Act 2005
- Are party to any legal proceedings in any Court of Law by or against the Association

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- Have been removed from the Management Committee of another Registered Social Landlord within the previous five years
- Have resigned from the Management Committee in the previous five years in circumstances where their resignation was submitted after the date of their receipt of notice of a special Management Committee meeting convened to consider a resolution for their removal from the Management Committee in terms of Rule 44.5
- Have been removed from the Management Committee in terms of Rules 44.4 or 44.5 within the previous five years
- Have been removed or suspended from a position of management or control of a charity under the provisions of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 or the Charities and Trustee Investment (Scotland) Act 2005
- Have been removed from the office of Charity Trustee or Trustee for a Charity by an Order made by the Charity Commissioners for England and Wales or by Her Majesty's High Court of Justice in England on the grounds of any misconduct in the administration of the charity for which they were responsible or to which they were privy, or which their conduct contributed to or facilitated
- Have a disqualification order or a disqualification undertaking has been made against them under the Company Directors' Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (which relate to the power of a Court to prevent someone from being a director, liquidator or administrator of a company or a receiver or manager of company property or being involved in the promotion, formation or management of a company)
- At an Annual General Meeting, they have served as a Management Committee Member for a continuous period in excess of nine years and the Management Committee has not resolved to permit them to stand again or otherwise be nominated for re-election
- Are the spouse, partner, child (including adopted child or step child), parent, parent-in-law, grandparent, grandchild, or sibling of a Management Committee Member or a Governing Body Member of any other organisation in the Group

A member of the Management Committee's membership will also end if they:

- Resign their position in writing

Approved by Management Committee on 26/08/21

- Cease to be a member unless they are a co-optee in terms of rule 42.1 or an appointee of The Scottish Housing Regulator
- Miss four Management Committee meetings in a row without special leave of absence previously granted by the Management Committee either at their request or by exercise of the Management Committee's discretion
- The majority of members voting at a General Meeting decide this
- Becomes ineligible as a Management Committee Member in terms of Rule 43
- Are a Co-optee whose period of office is ended in accordance with Rules 39.1 or 42.2
- Are a Management Committee Member retiring in accordance with Rule 39.1

2.12 **Members Interest**

Under Rule 38.2, if anyone serving on the Management Committee has any Conflict of Interest in any contract or other matter about to be discussed at a meeting, they must tell the Management Committee. They will usually be required to leave the meeting while the matter is discussed unless the Management Committee agree that in the circumstances it is appropriate for them to remain, but they will not be allowed to vote on the matter or to stay in the meeting while any vote on the matter is being held. If they are inadvertently allowed to stay in the meeting and vote on the matter, their vote will not be counted.

3.0 **Monitoring and Review**

- 3.1 The Chief Executive is responsible for ensuring that this policy is followed by all Management Committee Members and staff.
- 3.2 The Chief Executive will ensure that this policy is reviewed at least every five years.