



BOARD & COMMITTEE MEMBERSHIP, RECRUITMENT & SUCCESSION POLICY



Board and Committee Membership, Recruitment and Succession Policy			
Last Reviewed	September 2025	Next Review	September 2028
Responsible Officer	Company Secretary		

Policy Statement: At Freebridge we aim to ensure that our affairs are managed and directed by a Board and Committees that have members offering the widest possible range of relevant skills and experience to deliver the organisation's Mission, Vision and Values. To ensure that Board and Committee members collectively possess the qualities and skills to take decisions and monitor performance the Board and Committees shall undertake an annual effectiveness review and performance appraisals of Board and Committee members.

Board and Committee Members who are due to step down at the end of their term of office may be reappointed for a further term without the need for a recruitment process, provided that no significant issues about their performance have been identified through the annual appraisal process and that their skills meet the needs of the Board and Committees at that time. Reappointment decisions will be made by the Board. The appointment of Board Members will be recommended to the Annual General Meeting for approval, unless there is no more than one candidate for each position, in which case the Chair will declare that candidate duly elected.

This policy should also be read in conjunction with Standing Order 3 – Terms of Reference of the Board – and Freebridge's Rules, Part D dealing with details of the Board's responsibilities and membership succession.

The Board shall:

- Ensure that Board and Committee members collectively possess the qualities and skills to take decisions and monitor performance. These will include experience and understanding of most or all of the following to ensure they discharge their responsibilities effectively:
 - Demonstration of the Freebridge Values.
 - The housing needs we need to meet.
 - General business skills, including the management of staff and property.
 - Finance.
 - Other relevant or specialist skills, such as commercial, investment, risk management, governance, housing development and building, public relations, marketing, human resources and information technology.
 - Direct knowledge, including lived experience, of the needs and aspirations of the communities and people we serve, including equal opportunities.
 - Working with local authorities and other public sector agencies.
 - Strategic management and planning in a public or private body.
 - Leadership and working as a team.

- Knowledge of the external framework as it affects us, including financial markets, political imperatives and operating environment.
- Effective communication skills and an ability to focus on key issues facing us.
- The ability to foster a culture that enhances commitment, enthusiasm and excellent performance from the staff.
- Other skills which may be identified from time to time as being required by the Board/Committees.

Annual Review and Performance Appraisal

A full and rigorous appraisal process will be carried out annually for all Board and Committee Members. When it will be useful and add value, the process may be carried out through an independent third party.

Boards and committees will undertake an effectiveness review annually, as required by the Code of Governance from time to time adopted by the Board. A formal effectiveness review will be undertaken at least every three years, and will normally be carried out through a third party. **This shall:**

- Identify the Board's ability to scan the operating environment, think strategically and adapt as necessary;
- Review how well the Board performs its key roles and how successful it has been;
- Review the effectiveness of Board relationships and its role as a team;
- Assess how the Board is viewed by key contacts, for instance tenant groups;
- Review the composition of the Board;
- Review our ability to recruit and retain the balance of Board members it needs, and assess any current or imminent skills gaps;
- Take an overview of the breakdown of Board membership in terms of each diversity strand, and consider whether there are any options to recruit under-represented groups;
- Assess the effectiveness of Board processes, including its accountability;
- Assess the level and quality of the information the Board receives;
- Review the training and development needs of the Board as a whole, and review the effectiveness of, costs of and attendance at training during the previous year;
- Result in a clear plan to support continuous improvement of the Board to meet the challenges faced by the organisation;
- Address whether the Board provides enough support, scrutiny and challenge to the senior team; and
- Review the performance and effectiveness of each of the Board's standing committees.

Recruitment

The Board will seek to recruit new members to fill existing vacancies. Co-option may be used where there is a need for specific skills.

The Board or relevant Committee shall:

- Consider, on at least an annual basis, whether there is a need to undertake a recruitment process to the Board or Committees, taking into account any skills/diversity gaps that may exist.

Where a Board/Committee member comes to the end of an individual term of office and is eligible for reappointment, their reappointment must be subject to consideration of the member's appraised performance and skills, and to the wider needs of the Board/Committees at the time.

- Take every reasonable effort to attract a strong pool of candidates for Board membership, maximising the use of widely available media as appropriate and/or engaging recruitment consultants.
- Formally consider all prospective new Board/Committee members through the Board or through a Committee appointed by the Board. The successful candidates for Board Membership will be put forward to the next appropriate Annual General Meeting for election. If there is one (or fewer) candidate for each position, the Chair of the Annual General Meeting shall declare the candidate to be duly elected.
- Ask all applicants for Board/Committee membership to make a declaration of interest, so that any potential interests can be identified.

An appointment will not be made if the declaration reveals an actual or potential serious or continuing conflict.

Vice-Chair

The Board shall:

- Appoint a Vice-Chair who will have the skills and ability to act as Chair, if necessary at short notice.
- The Vice-Chair will not automatically succeed the Chair; the Chair will always be chosen by election (provided that there is more than one candidate).

Board Apprentice

The Board may appoint one or more Board Apprentices. These shall be individuals who, the Board believes, have the potential to become effective Board Members. They will usually be Freebridge tenants, although the Board may identify other members of the community who are suitable for the position.

A Board Apprentice shall:

- Attend and participate in Board meetings, although not be permitted to vote.
- Attend and participate in all Board training and activities.
- If they have the appropriate skills/experience, be appointed to a Committee and have voting rights on the Committee.

- Have a development plan towards achieving full Board membership.
- Have a mentor who is a current Board Member.

Training

We shall:

- Provide an Induction Programme for all new Board and Committee members.
- Provide on-going training. Members will be expected to attend appropriate conferences and training events, and to take personal responsibility for their own development. It is also a requirement for all Board and Committee Members to take part in the annual Board review and performance appraisal processes.
- Identify training/development needs through the Board's/Committees' annual review and performance appraisal.

Close Relatives

Close relatives will not be permitted to serve together on the Board. This is because of concerns around independence of judgement, conflicts of interest (actual and perceived) and diversity of representation. Should a situation occur whereby the relationship between two existing Board Members changes to the extent that it falls within the definition of "close relatives", one of them would be expected to step down from the Board.

Executive

The Chief Executive will be permitted to sit on the Freebridge Board. There are certain issues that the Chief Executive cannot decide upon and, where appropriate, should excuse themselves from such board discussions. These include:

- Appointment of the Chair
- Pay and contractual terms of the Chief Executive
- Chief Executive's pension arrangements
- The membership of the Governance and Remuneration Committee as it recommends the pay of the Chief Executive
- Issues around the conduct, performance, or dismissal of the Chief Executive
- Appointment of a successor Chief Executive

Other Housing Providers

The Board at all times will be aware of potential conflicts of interest and will use its policies to manage this. Normally, no more than three members of staff or Board members of other housing providers may be Freebridge Board members, with a maximum of one from any such organisation. However, this may be exceeded if the Board believes that it is in the interests of Freebridge and that any conflicts of interest can be adequately managed.

Board/Committee Member Agreement for Services

All Board/Committee members will be required to sign a Board/Committee Member Agreement for Services. The Agreement and any amendments will be approved by the Board. It will include a Board/Committee member role profile.

Board Remuneration

All Board Members will be entitled to remuneration. The Board will determine whether Committee Members are remunerated, and to what level, on a case-by-case basis.

Board and Committee remuneration levels will be agreed by the Board annually, provided that any annual increases in remuneration below or at the same level as remuneration increases for Freebridge employees may be approved by the Board without further requirements. At least every three years independent advice shall be taken by the association to establish typical remuneration levels of Board/Committee Members of similar size and type of the association. Should this result in a recommended increase in remuneration above the annual increase for the employees of the association, such an increase may only be approved by the Board following receipt and consideration of such independent advice in relation to that increase.

Maximum Period of Board/Committee Service

The maximum period of Board/Committee service for each member will normally be no more than six years. However, where a member has served six years, and the Board agrees that it is in the organisation's best interests, their tenure may be extended by up to a maximum of nine years, with the extension being subject to annual review. An individual who has left the Board/a Committee may be re-elected/re-appointed to the Board/a Committee after one full term of office (three years) has passed.