

SP02 Board Member Recruitment and Selection Policy



1. Scope of policy

This policy sets out how Soha and Soha Response Boards will recruit and appoint:

- a) Board members
- b) Committee members (if applicable)
- c) Chair and Vice-Chair (if applicable) of the Board

2. Aim

Soha aims to:

- a) Have excellent governance structures which are representative of the communities we operate in; this includes the renewal of Board members across its group structure. While the contribution of experienced Board members is vital, Boards and Committees also need new members who can provide independent challenge to existing practices and thinking.
- b) Have comprehensive succession planning alongside robust recruitment procedures. This enables Soha and Soha Response to prepare in advance, as far as possible, for any changes to roles, responsibilities, future ambition and develop an approach for this.

3. Policy Statement

This policy is designed to supplement Soha and Soha Response's Rules and Standing Orders in setting out how each recruits and selects Board members. Where the policy is silent or there is any doubt, the Rules will prevail.

Soha has a Board of twelve (or thirteen) members, comprising community (independent) members, resident members and the Chief Executive. Those who became Board members prior to 1 April 2021, are able to serve for a maximum of three terms, i.e., nine years then must step down. From 1 April 2021, Board members may serve for a maximum of two terms i.e., six years then must step down. The Board in its absolute discretion can agree to extend a members' tenure beyond six years if it is in the best interests of Soha up to a maximum of nine years.

In either case, time served on the Board or Committee of any Group member will count towards the maximum term. Board members will be unable to seek re-election to the Board for at least three years in line with the NHF Code of Governance 2020.

Soha Response has a Board of seven members, comprising existing Soha Board members, community members, resident members and Executive members. Board members are able to serve for a maximum of two terms, i.e. six years then must step down. The Board can, with the prior approval of Soha as Parent, agree to extend a members' tenure beyond six years if it is in the best interests of Soha Response up to a maximum of nine years.

Time served on the Board or Committee of any Group member will count towards the maximum term. Board members will be unable to seek re-election to the Board for at least three years in line with the NHF Code of Governance 2020.

Group members will advertise widely and in a timely way for new Board members and will not discriminate on the grounds of age, faith, ethnicity, gender, disability, sexual orientation

or gender identity. The Boards will also ensure that marital status, maternity, pregnancy and socio-economic status are no exclusion to Board membership.

The Personnel and Remuneration (P&R) Committee will have responsibility for initiating the recruitment process and for recommending proposed Board members for approval. Soha's shareholding Members have ultimate responsibility for approval to the Soha Board at the AGM.

The role and responsibilities of a Board member (both individual and collective) and the recruitment process will be monitored to ensure we are delivering on our commitment to equality, diversity and inclusion.

Group members will adhere to the requirements of the Data Protection Act 2018 and General Data Protection Regulation (GDPR).

4. Implementation

During the process of recruitment and selection, all potential Board members including co-optees should be clear that they are expected to adhere to the Nolan Principles of Public Life: Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership.

Advertisements

- a) Vacancies for resident Board members will be advertised as widely as possible, using a range of communication methods, to all Soha's residents including tenants, shared owners and leaseholders.
- b) Community Board member vacancies will be advertised locally and nationally, using a range of communication methods, to attract a wide range of candidates.
- c) Advertisements may encourage applicants from particular demographic groups where they are under-represented on the Board.

Appointments process

- a) At the point of recruiting for a Board vacancy, an Appointments Panel will be formed, comprising the Chief Executive of Soha for Soha roles or the Managing Director of Soha Response for Soha Response roles, the Chair of the relevant Board, at least one member of the P&R Committee and at least one member from the Members' Forum. These members will be chosen by the P&R Committee and Members' Forum, with the Chair of each having the final decision.
- b) The Appointments Panel will shortlist applications for consideration, according to the skills/experience of the applicant and the skills required by the Board. This will have regard to Appendix A: Selection Criteria for Board Member Applications.
- c) The Chair of each Board and either the Chief Executive for Soha or Managing Director for Soha Response may consider using an external consultant to assess candidates for Board membership, especially when appointing to key positions, for example Chair or Chair designate.
- d) Candidates will be invited to an interview with the Appointments Panel to discuss their application. The Panel may offer a position on the Board to the most appropriate applicant by way of a simple majority decision, subject to Board and Member approval (if applicable). If the Appointments Panel cannot agree upon an applicant, then no recommendation will be made to the Board or Members.

Retirement and Election of Board Members

[SP02 Board Member Recruitment & Selection Policy, March 2025]

Soha - In accordance with its Rules, a person can only become a Board member if they are also a shareholding Member with the exception of co-optees and the Executive member.

Soha Response – In accordance with its Rules, all Board members will be admitted as shareholders with the exception of Executives employed by either Group member.

It is the responsibility of Soha Members to appoint Soha Board members at the AGM.

Those who became Board members prior to 1 April 2021, can serve three terms of three years, i.e., up to a maximum of nine years. From 1 April 2021, Board members can serve two terms of three years i.e., up to a maximum of six years. The Board in its absolute discretion can agree to extend a members' tenure beyond six years if it is in the best interests of the individual association up to a maximum of nine years. Prior approval must be sought from Soha as Parent for any extension to the tenure of Soha Response Board members. They must stand for re-election after the completion of one term and, subject to the skills and experience required on the Board, may be offered further terms of office.

All Board members who retire after completing their full term of either nine or six years' service are eligible for re-selection after three years of not being a Board member.

Executive members

The Chief Executive of Soha will automatically be a Soha Board member. The Managing Director of Soha Response (or their equivalent) and one other Executive may be Board members of Soha Response.

Co-optees

As and when required, co-optees may be appointed to a Board to address gaps in skills or experience. This may be a community or a resident member (or an Executive member in the case of Soha Response). A co-optee's position lasts until the next AGM after they are appointed. They may be re-appointed at the first Board meeting following an AGM.

Co-optees of either Board are subject to the same rules on maximum tenure as full Board members. Time served on the Board or Committee of any Group member will count towards the maximum term. Co-optees will be unable to seek re-appointment to the Board or Committee for at least three years in line with the NHF Code of Governance 2020.

Board Committee Member Selection

The Board will appoint members to Committees having regard to how best their skills match the needs of the Committee. The period of appointment will be unspecified.

The Soha Board will select one of its Board members to be the portfolio holder for Finance and one to have lead responsibility for Complaints having regard to a member's skills, interests and Committee membership.

The Board may choose to select co-optees to serve on a Committee only without the requirement for them to be a Board member. The purpose of this is to enhance the skills of a Committee where the Board feels this may be useful.

Electing the Chair and Vice-Chair (where applicable) of the Board

The Chair and Vice-Chair will be elected/re-elected as Board members using the same process detailed above. The Board will appoint to the roles of Chair and Vice-Chair annually, at the Board meeting following the AGM, for a fixed term of office of three years unless otherwise agreed by the Board. However, no fixed term of office will be set for more than six consecutive years for either role.

The Chair of either Board cannot also be the Chair of any Committee or hold the Finance portfolio.

5. Resident Involvement

Residents from the Members' Forum are an integral part of the Appointments Panel from selection through to recruitment. Soha Members make the final decision on the appointment of Soha Board members at the AGM.

6. Appeals

Individuals who wish to contest matters arising from this policy may do so by writing to the Chair of the respective Board.

7. Responsibility

The Chair of each Board and either the Chief Executive of Soha or Managing Director of Soha Response are responsible for the effective implementation of this policy.

8. Monitoring and Review

This policy will be reviewed every three years or sooner if there changes to regulation or the Group's operating environment.

9. Context

Soha's Rules and Standing Orders

Soha Response's Rules

Statement of Preferred Board and Committee Composition

Soha's Code of Conduct

RSH Regulatory Framework

NHF Code of Governance 2020

NHF Code of Conduct 2022

Appendix A: Selection Criteria for Board Member Applications

Version Number - 4			
P&R Committee approved	24 February 2025	Board approved	27 March 2025
EIA completed	12 February 2025	Review due date	By March 2028
DPIA Checklist completed	12 February 2025		

Appendix A: Selection Criteria for Board Member Applications

	Essential Qualities – Knowledge and Commitment	Desirable Qualities
Experience	Experience of being a social housing resident and / or experience in a given profession or industry such as: housing, finance, law, asset management, development and building, human resources, marketing / public relations, community relations, information technology, general business management, local authority / public sector	Professionally qualified in a given profession. Experience in non-profit making organisations, preferably a social housing organisation
Skills and Ability	Able to think strategically, taking a long-term view	Experience in a non-executive role e.g., school governor
	Strong communication skills	
	Able to constructively challenge, debate and express opinions	
	Able to absorb and analyse complex information	
Personal Qualities	Commitment to the mission, vision and values of Soha / Soha Response	Experience of not-for-profit / social purpose organisations
	Able to work effectively as part of a team	
	Willingness to share collective responsibility for Board decisions	Experience in a non-executive role
	Common sense approach and a curious, questioning mind	
	Strong self-management and time management skills	
	Commitment to continual learning and development of skills including changes in the social housing sector (whether offered by Soha / Soha Response or via independent learning)	
Other Requirements	Knowledge of local socio-economic factors in the Group's areas of operation	An understanding of the housing needs that Soha aims to meet alongside the needs and concerns of residents
	Meets eligibility criteria as set out in the Rules (e.g., not disqualified from acting as a director, a Board member of another registered society or as a charity trustee or have a criminal conviction pending that is not compatible with the role of a Board member)	
	No potential conflict of interest i.e., does not hold a senior position with a business currently working, or in competition with, Soha / Soha Response	