

**Board Member Role**

Members of the Westscot Living are non-executive Directors. The role of the Board member is: effective corporate governance of Westscot Living through monitoring progress and achievement against the organisation’s ethos and agreed Business Plan; ensuring a properly qualified team is in place to manage its day to day operations; delegating powers to that team enabling the efficient operation of Westscot Living; and to ensure that all appropriate regulatory and statutory requirements are met. Board members also participate in developing and agreeing long term strategy and direction. Board members have the ultimate legal responsibility for the actions of Westscot Living.

Board members contribute to the Board’s activities in a number of ways, including corporate governance matters, through strategy discussions and in representing Westscot Living and its Board. Typical Board member involvement in each of these areas are detailed below.

**Outline of the Board Member Role**

**1.** **The formal/corporate governance role**

* attending regular Board meetings and reading Board papers
* monitoring progress/results
* monitoring financial position, results and agreeing budgets
* Agreeing and signing key contracts/documents as per the scheme of delegation
* Dealing with various approvals outside of the delegated authority of executive team
* Participating in various Board working groups formed from time
* Assisting with operational matters where impartial/Board input or specialist skills and experience are necessary or helpful
* Use any specific knowledge or experience they have to help the Board of Directors reach sound decisions. This will involve scrutinising board papers, leading discussions, focussing on key issues and providing advice and guidance requested by the Board on new initiatives, or other issues relevant to the area of the company’s work in which the director has special expertise**.**

**2. The strategic role**

* Involvement in strategy development
* Participating in strategy seminars and working groups
* Monitoring achievement of long term goals
* Influencing long term direction
* Proposing new initiatives
* Approving long term strategy

**3. The representative role**

* Representing the Board at internal and externa events
* Attending relevant sector and specialist conferences, on behalf of Westscot Living

**Recruitment of Board Members**

Recruitment to the Board follows an open public advertising approach and is supplemented by direct approaches to potential suitable candidates who are then invited to take part in the same interview/recruitment process. The aim is to provide a balance of appropriate skills, experience, gender and profiles on the Board. While some of these skills will directly relate to the provision of the organisation, others will be appropriate given the Board role and will include relevant professional and organisational experience which, allied with sympathy and understanding of WSHA Group ethos and values, can provide very helpful support and input to Board discussions.

Candidates for Board membership will meet a selection panel formed of members of the Board and relevant the appropriate Senior Officer.

Prior to joining the Board, candidates will be asked to sign a document confirming that they have not been involved in bankruptcy proceeding and also that they have disclosed any potential conflicts of interest that might exist due to their other involvements.

**Board Membership**

Normally there will be 5 to 10 Board Directors to ensure there is an appropriate balance of experience on the Board and that there are enough Board members to fulfil all the various Board involvements and ensure there is a quorum for all Board meetings.

Board members will normally serve at least one 3 year term, with most going on to stand for re-election for a further 3 year term at the relevant AGM then there would be a possibility of a further 3 years. The maximum term of office for a Board Member would be 9 years.

On an exceptional basis, where the loss of longer serving members could undermine the Board’s effectiveness, a retiring Board member might be asked to stay on an additional year as a co-opted member, allowing more time for any imbalance in the numbers and experience of the continuing Board to be redressed.

**Board Meetings**

There are usually 4 Board meetings a year, held on weekday evenings. One of these meetings, typically the November meeting, will also be the organisation’s AGM. A comprehensive pack of Board papers is circulated to Board members well in advance of each meeting.

**Board Member performance**

The Chair of the Westscot Living is available to Board members at any time to discuss their role on the Board. The Chair and Vice Chair will carry out an Annual Development Review with each Board member outside of the main Board meetings to maintain a dialogue between Westscot Living and its Board members, ensuring both parties benefit from the relationship.

Board members are expected to carry out their role in a manner that respects the boundaries of non-executive involvement, not for example interfering in the relationship between WSHA managers and their staff.

The Chair would raise directly with any Board member, if it was felt they were not meeting the requirements of Board membership in some way, whether through lack of time commitment or in acting in conflict with the ethos of the organisation. This would also include any situations where it was felt that a Board member had acted outside of the boundaries of their responsibilities or if some form of conflict of interest were to arise. Normally, it would be expected that a Board member uncertain whether a possible action was within their Board remit, or whether a potential conflict of interest might exist, would raise this in advance with the Chair for clarification.

Occasionally, unavoidable conflict of interest issues arise but can be dealt with through early notification to the Chair and the Board and the Board member concerned not taking part in related decision making.

Regular poor attendance at Board meetings or not meeting the unnecessary underlying commitment to the organisation’s values and Board Code of Conduct could ultimately lead to the Chair asking a Board member to stand down. If a Board member misses more than 3 meetings this would trigger a meeting with the Chair in the first instance. The Chair would then recommend an appropriate course of action. It is recognised that there may be exceptional circumstances such as ill health whereby the Board Member may take a leave of absence during this period rather than stand down.