

# Succession Planning Policy

Approved on: 2 July 2020  
Board of Management



## **BIELD HOUSING AND CARE**

Registered Office: 79 Hopetoun Street, Edinburgh EH7 4QF  
Scottish Charity No SC006878

## Purpose of the Policy

1.1 The Board Succession Policy describes how the Board ensures that members of the Board collectively provide the range of skills, knowledge and experience required to lead Bield effectively. It also seeks to ensure that there is periodic refreshment and that the composition of the Board reflects Bield's current and anticipated strategic governance requirements.

The Board Succession Policy also sets out, through the Mentoring and Support Framework, how the Board will ensure that its members are supported in their roles and have access to a range of internal and external training and other resources to enable them to develop and retain knowledge, experience and skills.

1.2 This policy demonstrates Bield's compliance with regulatory requirements and is part of the Evidence Bank which, together with periodic monitoring, supports the Board's Annual Assurance Statement.<sup>1</sup>

## Introduction

2.1 Bield Housing and Care is governed by a Board whose members are voluntary and share a commitment to providing housing, care and support services that enable older people to be "free to be". Bield is committed to promoting and demonstrating the highest standards of governance and to meeting all regulatory requirements. We recognise the importance of ensuring that members of our Board have access to appropriate support, information and training to enable them to carry out their role effectively.

2.2 We review annually the range of skills, knowledge and expertise that we think our Board needs in order to drive Bield forward and grow our success as a high quality landlord and innovative provider of housing and related support services. We have set out these expectations in role descriptions and profiles for Board members and for the Chair which we use to recruit and select new members of the Board.

2.3 We have a formal and structured approach to succession planning in order to ensure that our Board is well equipped to lead Bield effectively and to be strategic and innovative in setting objectives for the organisation. This Policy sets out how we plan for the orderly succession of Board members to ensure that we are able to both develop and retain experience and expertise, whilst also benefitting from the advantages of refreshment and new perspectives.

## Succession Planning

### The Composition of Bield's Board

3.1 Bield's practice is to maintain a Board of twelve members, as we believe that this is the optimum size for an effective Board, but to retain the flexibility to co-opt additional members either for short term priorities or to support Board succession planning e.g. by providing shadowing opportunities. The Board recognises that it can take time to develop the knowledge and experience to be confident in exercising the responsibilities of being a Board member, so aims to have a balance of experienced and more recently recruited members.

**3.2 Term of Service:** Bield's Rules provide for the Board to have up to 15 members, who normally serve for a term of three years. Board members are eligible to stand for re-election at the end of their term, up to a maximum of nine years in total. Any Board member who intends to seek re-election after having completed nine years' service must obtain the Board's consent, in advance: it is

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<sup>1</sup> This Policy is relevant to Bield's compliance with Standard 6 of the Regulatory Standards of Governance and Financial Management for RSLs: SHR 2019

the policy of the Board to grant such consent only in exceptional circumstances. The Board may agree to a Board member remaining for more than nine years where, for example, the member in question has specific expertise that is required to support the Board and it has not been possible to recruit someone else with similar qualities: in such a situation, the expectation will be that the member should be able to retire at the end of the additional year because either a new Board member has been recruited or the need for their expertise has been reduced. Any decision by the Board to approve a further year will be informed by the outcome of the annual Conversations.

3.3 A succession plan will be developed after each cycle of Board Conversations which will identify when each Board member's term of office is expected to end and whether they intend to stand for re-election. In the event that the Board identifies that there may be a significant proportion of retirements at the same time, consideration may be given to re-scheduling the planned dates (as permitted by the Rules) to avoid any negative impact on the Board's composition and functioning.

3.4 The Board has agreed a 'profile' which describes the range of qualities, knowledge, skills and experience which Bield needs: the profile forms part of this policy and is reviewed as part of the business planning process. Recruitment of new Board members will be undertaken as required to ensure that the composition of the Board reflects the profile and anticipates planned retirements which are identified through the annual Conversations and Succession Plans. When identifying priorities, the Board will anticipate its requirements in the context of the Business Plan and knowledge of sector and policy priorities.

#### **Office Bearers**

4.1 The Board will appoint a Chair and two Vice-Chairs, whose roles and responsibilities are set out in a Role Description which has been approved by the Board. The Chair is normally elected to serve for three years and cannot serve for more than five years continuously: at the time of their election, the Chair will be invited to indicate their intended term of office. The Chair is usually elected by the Board at the first meeting following the AGM or at the meeting following intimation of the intended resignation of an incumbent Chair.

4.2 Vice-chairs are appointed to support the Chair and may be required to act in the absence of the Chair, in accordance with Bield's Standing Orders and Scheme of Delegation. Vice-chairs are elected by the Board at the first meeting following the AGM and are appointed for a year. Although there is no requirement to do so, it is expected that, at any time, at least one of the vice-chairs will be willing to take on the role of the Chair, if invited to do so by the Board (e.g. in the event of the Chair being absent for a prolonged period or resigning unexpectedly). Vice-chairs will not usually serve in their role for more than three years.

4.3 The Chair and Vice-Chairs make up the Office Bearers' Group (OBs Group) which may take decisions between meetings of the Board in accordance with the terms of the agreed remit and Bield's Standing Orders. The OBs Group will support the CEO.

4.4 As part of the annual Board Conversations, individual members will be invited to indicate whether they might be interested in taking on additional responsibilities. This information will form part of the succession plan which will be reported to the Board as part of the Conversations feedback.

#### **Board Committees**

5.1 Bield's Board has established two Committees: Performance and Audit and Remuneration. Each committee is chaired by a Chair who is appointed by the Board, usually at their first meeting following the AGM. Committee Chairs are elected annually and will not normally stay in that role for more than three years.

5.2 All Board members are expected to serve on a committee, although the Board may agree otherwise in specific circumstances. The Board has agreed that it is helpful for one Board member to serve on both committees, with a responsibility to identify any areas of common interest or duplication. No Board member will be expected to undertake this dual role for more than two years.

5.3 The Board has agreed that membership of the committees should rotate to ensure that Board members build up a broad understanding of Bield's business. Board members should not normally be a member of a committee for more than three consecutive years, unless the Board member has been appointed as a committee Chair. Committee preferences will be discussed as part of the annual Board Conversations.

## **Co-options**

6.1 The Board will not seek to elect more than twelve Board members but may use its powers to co-opt in order to support succession planning (e.g. by recruiting prospective members in advance of the planned retirement of experienced members) and / or to fill short-term priority needs (e.g. to support a specific initiative that requires specialist Board support). The Board cannot co-opt more than one third of its permitted membership and will not normally co-opt more than two members at any time. Co-opted members do not need to become shareholding members unless their intention is to seek election to the Board.

## **Mentoring and Support Framework**

7.1 Bield operates in a rapidly changing environment. Much of our success is owed to our ability to anticipate the need for change and our willingness to adapt and be innovative in finding solutions that do not compromise either the quality of the housing and support services that we provide or the properties we build. To do that effectively, our Board needs to be well informed and open to new ideas. We try to support our Board members effectively to carry out what is a very demanding role whilst, at the same time, recognising their voluntary commitment. To do this, we have developed a Mentoring & Support Framework.

## **Purpose of the Framework**

8.1 The Mentoring & Support Framework considers the needs of the Board collectively and members individually. It has been developed to:

- Review the Board's effectiveness in leading, directing and overseeing Bield and determining its strategy and objectives;
- Review the contribution of individual Board members in order to identify the support they require from Bield and to maximise their effectiveness;
- Identify learning needs for the Board as a whole, for the Office Bearers and for individual Board members;
- Put in place a learning and development programme to address the identified needs;
- Review and make suggestions for the improvement of governance arrangements generally;
- Inform Bield's succession planning.

## Applying the Framework

9.1 All Board members have access to a range of support opportunities to help them fulfil their role with Bield. These include:

- Induction when joining the Board;
- Attendance at externally run seminars, workshops, training sessions and conferences;
- Attendance at pre-Board sessions and in-house training sessions;
- Annual Away Day (usually in November and preceding a Board meeting);
- Mentoring, shadowing and/or coaching from experienced Board members (and/or Office Bearers);
- Networking with other Board members;
- Briefings on particular topics (such as new legislation) by external trainers or experts;
- Access to relevant information and publications produced by other agencies (including regulators, representative and professional bodies);
- Access to relevant on-line training and information.

Bield allocates an annual budget to support learning and development for the Board.

9.2 In accordance with best practice and as part of its compliance with the requirements of the Scottish Housing Regulator (SHR), Bield expects individual Board members to take part in an annual review of their own individual contribution to Bield's governance. We do this through an annual programme of Conversations which provide an opportunity for each Board member to discuss their contribution with the Chair. These Conversations also include consideration of the overall effectiveness of Bield's governance and the operation of the Board and its committees. Conversations normally take place in the Spring to inform recruitment and succession planning in advance of Bield's AGM. Conversations are informal and confidential and a note of each meeting is prepared to record any decisions made and agreement about learning and development needs.

9.3 The objectives of the Conversations, which are conducted in a consistent style and format, are to:

- Review the effectiveness of the Board member's contribution to Bield;
- Review the performance of the Board as a whole and the overall effectiveness of Bield's governance;
- Review the performance of the Chair;
- Identify the Board member's intentions in terms of standing for re-election and/or seeking to hold (or continue in) office;
- Identify learning and/or development needs and agree priorities and appropriate resources.

9.4 Annual Conversations are conducted according to the template that is attached as Appendix 1 – this may be varied with the agreement of the Board which keeps the format of the Conversations under annual review.

As part of the annual Conversations, Bield also assesses the collective performance of the Board. The annual review assesses how well the Board, its committees and any short life working groups function. Since good governance depends on an effective partnership between the governing body and senior staff, the Chief Executive and the Senior Management Team are also invited to

contribute periodically and as part of a separate but complementary exercise. In considering the overall effectiveness of Bield's governance, the remit of the Board and committees and the relationships between them are reviewed, together with Bield's corporate objectives and operational priorities. The Conversations also support a review of the range of skills, knowledge, experience and diversity that the Board needs to deliver its objectives effectively.

**The Chair:** Once the Chair has completed Conversations with all of the other Board Members, the Vice-Chairs meet with the Chair to conduct his/her Conversation.

## **Notes**

10.1 A note of each Conversation is prepared and agreed with individual Board members who are asked to sign a copy which is retained by Bield. Notes are confidential and are stored in a secure area of Bield's document management system. As a party to the Conversation, the Chair has access to the notes, as does the CEO and the Governance & Administration Manager but no other party is permitted to access individual notes without the consent of the relevant Board member.

## **Reporting to the Board**

11.1 The outcome of the conversations is reported to the Board. Reporting may take different forms but usually involves a feedback report that identifies key themes and issues for consideration by the Board and a succession plan which highlights priorities for development, training and recruitment and identifies interest in office-bearing and planned retirements. The Conversations may be reported in a single report or in a series of reports but the succession plan will always be available for consideration by the Board in sufficient time to inform planning for the AGM (i.e. by June each year).

11.2 Feedback from the conversations ensures that Bield's Board is aware of:

- Learning and development requirements for the year;
- Key findings about the performance of the Board and areas for development;
- Priorities for recruitment of new Board members to be identified as part of the preparations for the AGM;
- The conduct of the conversations and recommendations for review and refinement

11.3 The Board monitors the implementation of any changes or developments to Bield's governance that arise from the Conversations through its ongoing monitoring of Bield's performance in delivering the corporate plan. All Board members who attend external training or events are expected to prepare a short report for circulation to the Board to enable maximum benefit to be secured from individual attendance.

## **Support and Mentoring**

12.1 As part of the annual conversations, all Board members are invited to agree to support new Board members as they become familiar with their role. New members will be offered the opportunity to have an identified mentor and any necessary training will be provided to enable Board members to undertake this role with confidence.

## **Equality and Diversity**

13.1 In operating this policy, Bield seeks to achieve equality of opportunity and will not discriminate against anyone on grounds of age; disability; gender re-assignment; pregnancy and maternity; race, including ethnic or national origin, colour and nationality; religion or belief; sex and sexual orientation

## **Review of Policy**

14.1 This policy was approved by the Board in July 2020. The effectiveness of the policy will be monitored by the Board, to ensure that the objectives are being met and the policy will be reviewed at least every 5 years, but sooner if required.

**BIELD**

**Board Member Annual Conversation 2020**

Personal Information	
Name	
Date of first election/appointment	
Date current term started	
Position on the Board / Membership of Committees	
Training/Conferences attended during the year	
Date of Conversation	

**Bield's Governance and its Effectiveness**

**Experienced Board Members:** Thinking about Bield's governance, what are its strengths and what still needs some attention? How do you think your contribution to Bield's Board has developed / changed over your time on the Board?

**New Board Members:** What are your initial impressions of Bield's governance? What are its strengths? How are you settling into your role?

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**Your Contribution to Bield**

Thinking about the Bield's governance, how would you describe the particular strengths that you bring? Is there something that you're particularly pleased about in terms of the contribution that you've made over the last year?

Do you think there is an appropriate balance between our use of internal (Board member) expertise, staff knowledge and expertise and external /specialist support?

Are there any challenges associated with your role (e.g. timing or frequency of meetings)? How might these be resolved?

**Experienced Board Members:** Do you find your role just as rewarding now as when you first joined the Board? How has your role changed over time?

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**Bield's Support to the Board**

How would you describe the support provided to you as a Board member? (consider support offered by Bield, by fellow Board colleagues and by staff)

How would you describe the support provided by staff to the Board (eg quality of information; style and format of papers; contributions at meetings; approachability between meetings)?

Do you feel you have access to sufficient information to take informed decisions?

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**Scrutiny and Challenge**

How well does Bield’s Board exercise its responsibilities for scrutiny and challenge?  
 How well do you think you exercise scrutiny and challenge? Are you confident in this role?  
 Do you think the Board offers challenge constructively and appropriately?  
 Do you think scrutiny is effective?  
 Are there aspects that could be improved: by the Board? By you as an individual?

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**Using your Skills Effectively and Keeping your Knowledge up to date**

Do you think your skills and experience are used effectively to benefit Bield?  
 How has the training that you’ve attended helped you in your role? How do you keep your knowledge up to date?  
 What areas would you like to strengthen during the current year?  
 What should the Board’s training and development priorities be in the year ahead?

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Priorities for the Board	Priorities for Yourself

**Succession Planning**

Do you intend to stand for re-election at the end of your current term?	Yes	No	Un-decided

Are you interested in taking on an office-bearing role (Chair or Vice-Chair of the Board or Chair of one of the Committees)? If so, which would you consider, and when might you be interested? Is there any support that Bield could offer to help you develop into this role?

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Are you happy to remain a member of your current Committee or would you like to join the other? Is there any support that Bield can provide to help you in your committee membership?

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What should be the priority for recruiting new Board members for 2020/2021? Are there ‘gaps’ (or specialisms) that might be more appropriately filled by using external resources as required?

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Would you be willing to offer support to a new Board member?	
Yes	No

**Bield's Strategic Planning Process**

How effective do you think the Board is in monitoring the implementation of the Business Strategy? Looking ahead, do you anticipate any significant changes being required during the current business strategy period? What do you think Bield's priorities should be for the period beyond 2021/22?

**Looking Ahead**

In the current climate, do you think there are things that Bield could (or should) be doing differently? Does Bield support you effectively in your role as a Board member and as a member of the committee(s) that you serve on? What could be done differently? How do you feel about your contribution to the committees? Do you feel that you have been able to develop your role during your involvement with Bield? What is your priority for the coming year? Is there anything that you think you would like to do differently?

Signed (Board Member) \_\_\_\_\_  
Signed (Chair) \_\_\_\_\_  
Date \_\_\_\_\_