

GROUP GOVERNING BODY MEMBERSHIP POLICY

This document can also be provided in large print, braille, audio or other non-written format, and in a variety of languages



Last reviewed – May 2026

Version: 2.1

Approval body	Caledonia Management Board
Date of approval	August 2014
Date of next policy review	May 2029
Customer engagement required (Yes/No)	No
Your Voice engagement required (Yes / No)	No
Equality Impact Initial Assessment completed (Yes / No)	Yes
Full Equality Impact Assessment required (Yes / No)	No
Data Protection Risks Assessed (Yes / No / N/a)	N/A
Health and Safety Risks Assessed (Yes / No / N/a)	N/A
Sustainability Impacts Assessed (Yes / No / N/a)	N/A
Procedures Updated (Yes / No)	
Date Procedures Last Reviewed	
Data Impacts / IT System Changes Assessed (Yes / No)	N/A
Training Needs Assessed (Yes / No / N/a)	No
Previous Policy Version	2.0
New Policy Version	2.1

Equality Impact ~ Initial Assessment

1. People responsible for carrying out this assessment		
Policy Owner:	Executive Director of People & Governance	
EQIA Assessor(s):		
Name of Policy:	Group Governing Body Membership Policy	
Date of last EQIA:	N/A	
2. Purpose, aim(s) and expected outcomes (including who will benefit):		
This policy sets out the approach to Governing Body membership across the Caledonia Group, supporting effective, diverse and well-governed decision-making that benefits tenants, service users and communities.		
3. Is there a direct impact on people, or how the service is delivered?		
Yes – it affects how people can participate in governance and how decisions are made.		
4. Potential impact on diverse communities, customers or groups?		
Potential positive impact through promoting inclusive participation; ensure recruitment and communications are accessible.		
5. Is there a Positive or Negative impact?		
Positive/Negative	Which groups does it impact?	Predominantly positive. Any barriers should be mitigated through accessible recruitment and support.
6. Details of any engagement activities carried out		
7. Overall Impact Rating		
Non-material impact		
8. Initial Assessment Findings and Recommendation		
Initial Assessment Only		
9. Reason(s) for Recommendation		
No adverse impacts identified in prior review; policy is governance/eligibility focused with mitigations through equalities commitments.		
Date of Initial Assessment	May 2026	

Contents

Contents	4
1.0 Introduction	5
1.1 Purpose of the Policy	5
1.2 Scope of the Policy	5
1.3 Related Policies and Guidance	5
2.0 Principles, Aims and Objectives	6
2.1 Policy Objectives	6
2.2 Legislative and Regulatory Context	6
3.0 Definitions	6
3.1 Key Terms	6
4.0 Policy Statement.....	7
4.1 Core Principles and Standards	7
5.0 Roles and Responsibilities	9
5.1 Implementation Responsibilities	9
5.2 Monitoring and Enforcement.....	10
6.0 Procedures	11
6.1 Process Overview	11
7.0 Compliance and Enforcement.....	11
8.0 Review and Revision	11
9.0 Approval and Effective Date	12

1.0 Introduction

1.1 Purpose of the Policy

1.1.1 This policy sets out Caledonia Housing Association Group's approach to Governing Body membership for each Group member (Caledonia Housing Association and Cordale Housing Association). It explains the key requirements and processes for eligibility, appointment/election, composition, induction and ongoing expectations for Governing Body Members, supplementing the provisions contained in each Group member's Rules. It also includes the group policy position on the payment of expenses to Governing Body Members.

1.2 Scope of the Policy

1.2.1 This policy applies to members of Caledonia Housing Association and Cordale Housing Association who may seek election, appointment or co-option to a Governing Body; and to current Governing Body Members of either organisation.

1.2.2 The Group is non-political and non-sectarian. It is committed to equality and diversity and seeks as broad and representative a Governing Body membership across its areas of operation as it can secure.

1.3 Related Policies and Guidance

This policy sets out the Group position and must be read in conjunction with the respective Rules of Caledonia Housing Association and Cordale Housing Association. The Rules contain provisions relating to the composition of the Governing Body, Electing Governing Body Members and Eligibility for Governing Body. In the event of any discrepancy, the provision of the relevant Rules takes priority. This policy should also be read alongside the following policies:

- Group Standing Orders (Governance Structure)
- Group Entitlements, Payments and Benefits Policy
- Group Code of Conduct for Governing Body Members
- Group Membership Policy
- Caledonia Board Remuneration Policy
- Group Governing Body Annual Appraisal Policy
- Group Governing Body Recruitment, Selection and Succession Planning Policy

2.0 Principles, Aims and Objectives

2.1 Policy Objectives

2.1.1 The objectives of this policy are to ensure that each Group member's Governing Body:

- (a) is constituted in accordance with its Rules;
- (b) is effective, skilled and appropriately supported through induction, training and review;
- (c) reflects the Group's commitment to equality, diversity and human rights;
- (d) has transparent and fair processes for election, appointment, co-option and filling vacancies; and
- (e) maintains public awareness and accountability in relation to governance.

2.2 Legislative and Regulatory Context

2.2.1 This policy operates alongside each Group member's Rules and relevant legal and regulatory requirements applying to registered social landlords, charity trustees and company directors. These include duties relating to governance, conduct, equalities, and data protection.

2.2.2 Governing Body Members must ensure the organisation complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

2.2.3 This policy supports the Scottish Social Housing Charter outcomes relating to good governance, tenant participation and equalities.

2.2.4 Data Protection

The Group regards privacy as important. Any personal information supplied in connection with Governing Body Membership will be used in accordance with the UK General Data Protection Regulation and the Data Protection Act 2018 (as amended or replaced from time to time). Information will be used for the purposes set out in the Governing Body Member Privacy Notice and shared only where permitted/required for those purposes.

3.0 Definitions

3.1 Key Terms

- **Group:** The Caledonia Housing Association Group, comprising Caledonia Housing Association and its constitutional partner Cordale Housing Association.
- **Group member:** Either Caledonia Housing Association or Cordale Housing Association.

- **Governing Body:** The governing body of a Group member (Caledonia's Management Board or Cordale's Management Committee).
- **Governing Body Member:** A person elected, appointed or co-opted to a Group member's Governing Body.
- **Rules:** The constitution/rules of the relevant Group member, governing membership, eligibility and governance arrangements.
- **Casual vacancy:** A vacancy arising between Annual General Meetings which may be filled in accordance with the Rules.
- **Co-optee / Co-opted member:** An individual co-opted to the Governing Body under the Rules, typically to provide specialist skills or expertise for a limited period.

4.0 Policy Statement

4.1 Core Principles and Standards

4.1.1 Eligibility

Eligibility for Governing Body membership is governed by each Group member's Rules. Prospective Governing Body Members must not be subject to any grounds for disqualification outlined in the Rules and will be required to sign a declaration confirming this. Prospective members must also agree to and sign the Code of Conduct for Governing Body Members.

4.1.2 Skills, Knowledge and Aptitudes

Governing Body Members must collectively have the skills and aptitudes required by the relevant Group member. The Group has identified knowledge and expertise in the following areas as being key to achieving its purpose:

- local housing needs;
- tenants' and residents' needs;
- strategic and performance management;
- business and financial matters;
- legal matters;
- community relations;
- equalities and human rights;
- working with local authorities;
- property development/building;
- human resources;
- public relations; and
- information technology / cyber security.

The Group members recognise that individuals are unlikely to possess skills and knowledge in all of these areas, and will provide appropriate induction, training and support. Similarly, the annual governing body appraisal process is used to identify skills, knowledge and competencies within the governing bodies, and to highlight any gaps. This information is used to help inform any recruitment activities.

4.1.3 Ending Membership

A person's membership of a Governing Body may end in accordance with the relevant Rules. This includes where they resign; cease to be a member (or their membership is withdrawn); fail to attend meetings in line with the Rules; are removed by the membership or Governing Body as permitted; or become ineligible/disqualified under the Rules.

For appointed members (Caledonia only), membership may also end when the specified term expires, the appointment is revoked by the Governing Body, the member resigns, or the member becomes ineligible under the Rules. For co-opted members, membership may end at the Annual General Meeting, by a majority vote of the Governing Body, by resignation, or by becoming ineligible under the Rules.

4.1.4 Composition, Vacancies and Co-option

The maximum number of members on each Governing Body is specified in the relevant Rules. Vacancies arising between Annual General Meetings may be filled from the membership through casual vacancies in accordance with the Rules. The Governing Body may also co-opt individuals in accordance with the Rules to secure specialist skills or expertise for a short period, provided the maximum permitted number is not exceeded.

Co-opted members may play a full part in Governing Body and sub-committee business but may not take part in decisions relating to membership; or to the election of office bearers. Co-opted members may not stand for election as an office bearer. The presence of co-opted members does not count towards the quorum for Governing Body or sub-committee meetings.

4.1.5 Period of Service and Office Bearers

In the interests of good governance, Caledonia Governing Body Members must stand down after nine years of service (whether consecutive or cumulative) and will not be eligible to serve further on the Caledonia Governing Body.

For Cordale, Governing Body Members should normally retire after nine consecutive years. They may however, remain beyond this period in certain circumstances, where there is an over-riding need to maintain continuity and retain experience. This may include where, for example, their specific skills/knowledge are difficult to replace or where additional members cannot be recruited. In all such instances, the Governing Body Member must demonstrate their continued effectiveness and objectivity. Where a Cordale Governing Body Member seeks re-election after nine years' continuous service,

the Cordale Governing Body will make arrangements to assess and/or obtain specific assurance of the member's continued effectiveness and objectivity. This process will be repeated every subsequent three years.

Office bearers will normally serve for three-year terms, subject to the Governing Body's annual consideration of appointments following the Annual General Meeting. The Chair can be re-elected but must not hold office continuously for more than five years (in accordance with the Rules).

4.1.6 Public Awareness of the Governing Body

Group members will actively raise awareness of the composition and role of the Governing Body. In doing so, the aim is to improve understanding of how the organisation works, improve accountability, encourage informed participation in AGM elections, and encourage tenants, members, owners and members of the community to become Governing Body Members.

4.1.7 Expenses

Members serve on Group governing bodies and sub-committees as volunteers. The Chair of the Caledonia Management Board and the Chair of the Audit & Risk Management Committee are remunerated positions. The Caledonia Board Remuneration Policy governs payments made in respect of both of these roles.

All other governing body members are not paid for undertaking their role. However, the Group will reimburse Governing Body members for reasonable out-of-pocket expenses relating to their attendance at governing body meetings, and other official events including training and conferences. **Appendix 1** to this policy specifies the expenses that can be claimed and the amounts that will be paid.

Payments to Governing Body Members for out-of-pocket expenses are always permitted under the Group Entitlements, Payments and Benefits Policy. Such payments do not need to be declared, provided that claims are made and authorised in accordance with the associated procedure.

5.0 Roles and Responsibilities

5.1 Implementation Responsibilities

5.1.1 The Chief Executive, Secretary and governance team are responsible for supporting implementation of this policy, including administration of eligibility checks, appointments/elections, induction, records, expenses claims and ongoing support to the Governing Body.

5.1.2 All new Governing Body Members will complete an induction programme. This will

cover background information on the Group and the relevant Group member, their activities and operating environment. This will include an introduction to housing association governance and regulation, and expectations of the role.

5.1.3 The Group will maintain a Governing Body Member role profile setting out the main roles and responsibilities. The role profile will be reviewed periodically and approved by the Governing Body. It will also be referenced during the annual governing body appraisal process to ensure members formally acknowledge their role and responsibilities. A copy of the role profile will be provided to new members and maintained on the relevant governance administration system. Separate role profiles will be maintained for any remunerated roles.

5.2 Monitoring and Enforcement

5.2.1 The Governing Body is responsible for ensuring it has the necessary expertise to control the business of the organisation and for monitoring compliance with the Rules, this policy and Code of Conduct. Any failure to comply may result in legal action, regulatory interventions and significant reputational damage. The Governing Body will satisfy itself that appropriate mitigations are in place.

5.2.2 The Code of Conduct places important obligations on individual Governing Body Member. These include requirements to:

- act in the best interests of their organisation, its tenants and service users, and not place personal or other interests ahead of their primary duty to the Association.
- act in good faith to ensure the organisation acts in accordance with its objects;
- act with the care and diligence reasonably expected of a person managing the affairs of another;
- manage conflicts of interest by putting the organisation's interests first, declaring conflicts and not participating in relevant discussions/decisions where required; and
- ensure compliance with relevant legal duties including those under the Charities and Trustee Investment (Scotland) Act 2005 (where applicable).

The Governing Body will initiate investigations into any compliance concerns and take appropriate action where these are substantiated. In line with the Rules, this can include removing the Governing Body Member(s) involved.

6.0 Procedures

6.1 The processes for populating each Group member's Governing Body are governed by the relevant Rules. The main routes to fill vacancies are:

- Election at the Annual General Meeting (AGM) under the Rules for retirements and election.
- Filling casual vacancies during the year under the Rules.
- Co-option during the year following advertisement to fill identified skills gaps.
- Caledonia Housing Association exercising its right, in accordance with the Rules, to make direct appointments to the Cordale Housing Association Management Committee.

6.2 The Group will maintain procedures to guide the practical implementation of the Rules and this policy. The nomination form, eligibility declaration form and example appointment letter are appended to the procedures. Supporting governance documents including the Code of Conduct, role profiles, privacy notices and are also maintained separately and issued as part of the recruitment and induction process.

6.3 Guidance on the arrangements for completion, submission, approval and payment of expenses claims is also maintained separately and can be found within Resources on OneAdvanced or accessed here (link to be inserted).

7.0 Compliance and Enforcement

It is important that all members of staff, in carrying out their duties for the Group, do so in accordance with the Group's policy framework. Our policy framework ensures we comply with laws and regulation, while giving guidance to inform operations and decision-making. Our policies have been designed to be clear and easy to understand and are available on our website and intranet. If any member of staff is unclear as to their responsibilities under this policy, then they should refer to their line manager and / or the policy author for further guidance. A failure to comply with Group policies can have serious consequences for the Group. Should an employee become concerned about serious non-compliance with the policy, they should speak to their line manager or refer to the guidance set out in the Group Whistleblowing policy.

8.0 Review and Revision

8.1 Review Frequency

This policy will be reviewed on a three-yearly cycle, or earlier where changes to legislation, regulation, the Group's Rules or governance arrangements require an earlier review.

8.2 Responsibility for Updates

The Executive Director of People & Governance is responsible for maintaining this policy, with review and approval by the relevant Governing Body.

9.0 Approval and Effective Date

9.1 Approval Details

Approved by Chief Executive: August 2014

Governing Body approval: August 2014

9.2 Effective Date

Effective from: 20 August 2014

Current version last reviewed: May 2026

Appendix 1 – Expense Payments

Category	Acceptable for payment	Not Acceptable for payment	Notes / exceptions
Travel Expenses	Public transport by train, bus or tram at standard fare	Upgrades to non-standard fare	- Expenses must be incurred during official Association business and approved training events / conferences. - Evidence of actual costs incurred required – tickets or booking receipts - The Group promotes environmentally responsible travel choices where practical.
	Public taxi service	Upgraded or non-standard private transport services	- Taxi service acceptable where no alternative public transport available. - Evidence of actual costs incurred required – payment receipt.
	Mileage for use of own vehicle	Cost of changing insurance policy to cover business use	- Additional payment made for transporting passenger to same meeting or event. - Mileage paid in accordance with HMRC rate (See table 1a below)
	Car Parking costs	Car parking fines and other motoring penalties	- Expenses must be incurred during official Association business and approved training events / conferences. - Evidence of actual costs incurred required – ticket or receipt
Child minding / Carer Expenses	Cost of child minding / carer	Expenses where child minding / care is being provided by another household member.	- Provision of child minding / care must be necessary to enable attendance governing body meetings, training, conferences or other approved / official events - Evidence of actual costs incurred required – receipt - Registered carers actual costs will be paid

Appendix 1 – Expense Payments

			Unregistered carers costs paid at national minimum wage per hour.
Subsistence	Meals and light refreshments – breakfast, lunch, two course evening meal with soft drinks, tea or coffee	Drinks during evening entertainment at events.	- Costs must be incurred during official Association business and approved training events / conferences away from Group offices. - Costs paid in accordance with Group allowances. (See table 1b below)
	Accommodation costs – bed and breakfast	- Cost of accommodation upgrades - Cost of separate accommodation, where specific accommodation included within price of conference or event. - Cost of separate breakfast, where breakfast included within price of accommodation.	- Where accommodation not included within delegate fee or cost of event, overnight accommodation will be arranged and paid for directly by the Group. - Any accommodation arranged by the Group will meet up to a 3 star rating, subject to availability.
Hospitality	None	Costs incurred in providing hospitality to Group business associates	Any hospitality to be provided should be arranged and authorised in advance to ensure appropriate transparency and accountability.
Loss of earnings	Payment to cover attendance at meeting or event, where attendance is critical	Payment to cover attendance at regular governing body meetings and routine events	- Letter of support required from employer - Payments made in line with jury level expenses

Appendix 1 – Expense Payments

Table 1a

Mileage Reimbursement Rates

Mileage rates (for essential and casual users)	First 10,000 mile in tax year	Over 10,000 miles in tax year
Cars and Vans	55p	25p
Motorcycles	24p	24p
Bicycles	20p	20p
Business mileage passenger payments – 5p per mile per passenger		

Table 2a

Subsistence Rates

Breakfast	£5.00
Lunch	£10.00
Evening Meal	£15.00

(Based on HMRC travel and subsistence guidance, 1 April 2026)

Note: All rates shown above are within HMRC limits and are therefore not counted as taxable benefits.