



Board

27 January 2009

Guidelines for dealing with the non attendance of Board Members

Report by Chair, Governance and Personnel Committee

Decision	Area Implications	All
Executive Summary	<p>Non-attendance at meetings is covered by Section 20 of Standing Orders and Article 18 (7) and (8) of the Articles of Association. However, Governance & Personnel Committee was concerned that there was no written process clearly setting out how non attendance should be dealt with. Committee therefore asked for guidelines to be drawn up.</p> <p>The attached guidelines set out a process for dealing with non-attendance. In considering these Guidelines Committee recommended that it was made clear that the guidelines applied to non attendance at Board Meetings and Committee meetings.</p>	
Recommendations	<p>Board is asked to adopt the guidelines as recommended by Governance & Personnel Committee.</p>	

Business Implications	
YHN Mission and Strategic Objectives	<ul style="list-style-type: none"> The work of the Board contributes to all of our strategic objectives.
Value for Money/Efficiencies	<ul style="list-style-type: none"> One of the principles of good governance is that Board Members have a responsibility to ensure that the organisation strives for economy, efficiency, and effectiveness. When Board Members do not attend meetings, they are unlikely to contribute to decision making to achieve these aims.
Resources (financial,	<ul style="list-style-type: none"> There are no resource implications attached

property, technological or human)	to the recommendations in this report.
Impact on Services/Performance	<ul style="list-style-type: none"> • Non attendance could result in meetings being inquorate and this would delay critical decision making.
Outcomes for tenants/leaseholders	<ul style="list-style-type: none"> • Board Members have a responsibility to ensure that the Board acts in the best interests of tenants and leaseholders. • Members who do not attend meetings are therefore unable to fulfil this responsibility and there could be an adverse impact on the outcomes for tenants and leaseholders.
Risk (reputation, relationship)	<ul style="list-style-type: none"> • If non-attendance is not dealt with in a formal way, then our high standards of good governance are at risk.
Environmental	<ul style="list-style-type: none"> • There are no environmental issues.
Legal Implications	<ul style="list-style-type: none"> • Non attendance issues will be dealt with in accordance with Standing Orders and the Articles of Association.
Equality and Diversity	<ul style="list-style-type: none"> • It is the Board's responsibility to ensure that the organisation operates within the existing legislative framework on equalities and diversity. • Non attendance could mean that the organisation is at risk of losing relevant expertise and knowledge to make sure that the organisation meets its responsibilities in this area.
Stakeholder Involvement/Consultation (planned or already carried out)	<ul style="list-style-type: none"> • None.

Background papers	Articles of Association Standing Orders The Good Governance Standard for Public Service Equality and Diversity factsheet: Governance (Housing Diversity Network)
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Guidelines for dealing with non attendance of Board Members

Introduction

Article 18 (7) and (8) of the Articles of Association and Standing Order 20 have provisions relating to non attendance at Board Meetings and Committee meetings.

Board Members must seek (prior) permission for any extended absence from Board Meetings comprising:

- three consecutive Board Meetings,
- three Board Meetings in a six month period,
- six consecutive Board meetings or
- 60 percent of Board meetings in a 12 month period.

Guidelines

The following process will be adopted for dealing with non attendance at Board Meetings:

1. Board Members who are unable to attend a Board Meeting are expected to notify the Chief Executive, Company Secretary or Company Administrator & Board Support Officer, as soon as they are aware that they will not be able to attend the meeting.
2. Board Members who require an extended leave of absence from Board Meetings must seek the Chair's permission. (See Introduction for explanation of what constitutes an extended absence).
3. Board members should put in writing to the Chair their reasons why an extended leave of absence is required. This request must be made in advance if possible.
4. The Chair will respond in writing to the request and if granted will inform the Board that an extended leave of absence has been granted.
5. In the event that a Board Member does not seek permission for an extended leave of absence, or is absent from three consecutive meetings, the Chair will write to the Board Member concerned to arrange a meeting to discuss this absence. At that meeting the Chair will request that the Board Member gives an undertaking to improve attendance.

6. In the event that there is a further re-occurrence of extended absence, the Chair will write formally to the Board Member drawing their attention to Standing Orders and to the Articles of Association. The Board Member will be reminded of their undertaking to improve attendance and provided with a record of his/her attendance. The Board Member will be required to meet with the Chair. After the meeting, the Chair will confirm in writing to the Board Member the record of their discussions.
7. If, after this meeting, the extended absence continues (or there is a further re-occurrence of extended absence within six months and for which prior permission has not been sought), the Chair will report to Board requesting a decision on whether the Board Member should be removed from office.

EXTRA FROM STANDING ORDERS

20. Non Attendance

- 20.1 Members who are unable to attend a Board meeting are expected to notify the Chief Executive, Company Secretary or Democratic Services as soon as they are aware that they will not be able to attend the meeting. Members who are unable to attend are encouraged to contact the Chief Executive to make their views known on a particular report and ask that these are communicated to the meeting.
- 20.2 Board members must seek permission for any extended absence from Board meetings and risk removal from the Board if they are absent from 6 consecutive Board meetings or 60 percent of Board meetings in a 12 month period.
- 20.3 If a Board member is absent from three consecutive meetings or three in a six month period, this absence will be discussed by the Chair and the Board member concerned, other than if the Board had given approval to the absence. ⁽¹⁾

EXTRACT FROM ARTICLES OF ASSOCIATION

DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS

18. A person shall be ineligible for appointment to the Board and if already appointed shall immediately cease to be a Board Member if the relevant individual:-

(1) ceases to be a Board Member by virtue of any provision of the Act or becomes prohibited by law from being a company director ;
or

(2) is or becomes a person disqualified from elected membership of a local authority; or

(3) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(4) is, or may be, suffering from mental disorder and either:-

(a) is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

(b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(5) resigns his office by notice to the Organisation; or

(6) is removed from office by a resolution of (or written notice signed by) at least three quarters of all the other Board Members from time to time provided that the Board Member concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Board Member; or

(7) shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated; or

(8) in any period of 12 months, he shall have been absent (without the permission of the Board Members) from at least 60% of the meetings of Board Members held during that period and the Board Members resolve that his office be vacated; or

(9) in the case of a Tenant Board Member he ceases to be a Tenant PROVIDED THAT this Article 18(9) shall not apply in respect of a Tenant Board Member temporarily ceasing to be a Tenant as a result of the demolition of or works carried out to that Tenant Board Member's home; or

(10) is a Tenant Board Member and is (in the reasonable opinion of at least three quarters of all the other Board Members) in serious breach of their obligations as a Tenant; or

(11) is a Council Board Member and is or becomes a Tenant leading to a breach of the limit in Article 13(5); or

(12) is a Tenant Board Member and is or becomes a Local Authority Person leading to a breach of the limit in Article 13(6); or

(13) is an Independent Board Member and is or becomes a Local Authority Person or a Tenant; or

(14) is removed by resolution of the Council pursuant to Article 14(1) or 14(3); or

(15) is a Tenant Board Member and becomes a Leaseholder leading to a breach of the limit in Article 13(7).