

## Board Member & Shareholder Admission Policy and Procedure

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Version	Date drafted	Date approved	Approved by	Date reviewed	Next review date	Owner
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### 1. Introduction

- 1.1. Westmoreland Supported Housing Limited (WSHL) is a Community Benefit Society, limited by shares. Per WSHL's Rules, applications for shares can be made in writing by any natural person or body, subject to certain limitations. In addition, from time-to-time WSHL will seek new Shareholders to improve the depth and breadth of experience on WSHL's Board.
- 1.2. WSHL's Rules state that with the exception of Executive Board Members and co-optees, only Shareholders can be Board Members, so any reference to one applies to the other unless specified to the contrary.

### 2. Purpose

- 2.1. This document sets out WSHL's policy and objectives relating to the admission of Shareholders, including instances where an application is unprompted and also where WSHL is actively seeking new Board Members.

### 3. Admission of Shareholders

- 3.1. In addition to Executive Board Members and co-optees, according to WSHL's rules the following cannot be Shareholders:
  - a minor
  - a person who has previously been expelled as a Shareholder (unless authorised by special resolution at a General Meeting)
  - an employee of WSHL
  - a person who has previously been removed by the Board via a special resolution at a General Meeting, or by a resolution passed by two-thirds of the Board Members not subject to the proposed removed (subject to certain conditions around notice having been met)
  - a person in respect of whom a registered medical practitioner who is treating that person gives a written opinion to the Association stating that the person has become physically or mentally incapable of exercising their rights as a Shareholder and may remain so for more than three months
- 3.2. It therefore follows that WSHL's Rules allow almost any adult, whether they live in the United Kingdom or overseas, to apply to become a Shareholder of WSHL (and by extension, a Board Member).

3.3. However, the Board has set out additional conditions concerning the admission of Shareholders. As a result, for a prospective Shareholder to be admitted, they must:

- be permanently resident and domiciled in England or Wales, the countries of WSHL's operation
- not be declared bankrupt, subject to a debt relief order or have any unspent criminal convictions
- have sufficient experience of an aspect of WSHL's business that would be expected to bring material benefits to the Board. This experience may include (but is not limited to) finance, audit, risk, HR, care, asset management, or to have a personal connection to the service provided by WSHL to them as a tenant or to the appointed representative of a tenant
- (for existing WSHL tenants only) not be in any breach of their obligations as a tenant of WSHL, e.g. in arrears for rent or where an ASB order has been made against them
- be able to attend Board Meetings as required across a minimum two-year term. Meetings will be held both remotely and in person, at a venue that is usually within 20 miles of Nottingham. Venues chosen will be accessible and additional resources provided for any Board Member that requires support
- pay the sum of one pound, for the purchase of the share, at the time of their application. This sum will be refunded where the application is not approved

3.4. Should an individual meeting the above requirements apply to join the Board, the Board is under no obligation to admit them. Amongst other factors, it may consider the existing Board composition and strength sufficient that admitting the applicant would not justify the addition of a new Board Member.

3.5. The Board should also consider its own equality, diversity and inclusion in the consideration of any application and whether the admittance of the prospective Shareholder would positively or negatively affect this. However, any form of discrimination concerning a protected characteristic, including positive discrimination, cannot be a deciding factor in the Board accepting or rejecting an application.

3.6. WSHL should communicate its reasons, in writing, for rejecting any application.

3.7. Where WSHL is undertaking an active recruitment process for new Board Members, the conditions detailed above apply in the same way.

3.8. WSHL's rules do not expressly allow for Board Members to be nominated by an external body, but as the Shareholding is open an individual could apply to be a Shareholder (and therefore become a Board Member, if their application was successful). Again, their admittance would be subject to meeting the requirements at 3.1 and 3.3, and is subject to the Board's overall right to refuse admission.

## **4. Policy review**

4.1. This policy will be reviewed every two years.