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Version No.	3.0
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Board Recruitment and Succession Policy

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Version Control

Version	Date	Description	Updated By	Approved By
1.0	January 2021	First draft	Governance Consultant	
2.0	March 2021	Board Approved		Board
3.0	March 2024	Updated to reflect NHF Code of Governance 2020 and the Board Succession Strategy. Transfer induction to the Training and Development Policy. Emphasise EDI, clarify responsibilities, remove duplication, and use new template format.	Governance and Risk Manager	Nominations & Remuneration Committee

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1. Policy Purpose & Aim

This policy provides a fair, transparent and consistent framework for the recruitment and succession planning of Trustees for the Board of ExtraCare (the **Board**) and its Committees The foundation of good governance is based on a diverse and effective Board of Trustees to lead ExtraCare to fulfil its vision and mission and meets legal and regulatory requirements. This policy complements the Board Succession Strategy which outlines our objectives, principles and approach to succession planning.

2. Objectives

The objective of this policy is to provide a framework in which:

- Recruitment to the Board is open, fair and transparent, based on a competitive process, taking into account the required skills and attributes and being mindful of diversity and inclusion;
- Succession planning ensures optimal board composition taking into consideration current and future Board turnover, required skills and attributes, appraisal and effectiveness results and training and development plans.

3. Scope of Policy

This policy applies to the ExtraCare Board, and the Retail Board. In the event of any discrepancy between the provisions of this policy and the relevant Articles of Association, the Articles will prevail.

4. Responsibilities

ExtraCare Members	• Approve all appointments to the ExtraCare Board at the Annual General Meeting (AGM).
Board of Trustees	• Determine the composition of the Board in accordance with the Articles of Association and our adopted Code of Governance; • Approve appointments to the ExtraCare Board; • Approve appointment of Chair of the Board, the Senior Independent Director and Committee Chairs; and • Approve Committee memberships.
Nominations and Remuneration (N&R) Committee	• Oversee the arrangements for the ExtraCare Board appointments including recruitment, succession, skills and performance appraisal; • Agree and oversee the process for ExtraCare Board recruitment and succession planning, including using external agencies as needed; • Regularly review the ExtraCare Board structure/composition taking into consideration the requirements of the Articles of Association, Code of Governance, and the skills necessary to deliver the Charity's objectives and strategy, and make recommendations to the Board;

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	• Recommend to the Board the appointment of the ExtraCare Board Chair, Senior Independent Director and Committee Chairs; and • Recommend Committee memberships to the Board.
Company Secretary/Executive Director Governance & Compliance	• Lead on the arrangements for recruitment and appointment of Trustees, and succession planning for the Board and Committees; and • Support the N&R Committee in recruitment and succession planning.

5. Monitoring & Review

This Policy will be reviewed by the N&R Committee every three years, or earlier if the Charity is to undertake significant new activities or become exposed to significant new risks.

6. Risk Management

This policy is designed to support good governance by ensuring that risks around Board composition, recruitment, and succession planning are managed to ensure that the Board have the skills, knowledge and experience to lead the organisation.

7. Statement of Commitment

The Board is responsible and liable for the governance and functioning of the Charity. By setting out standards to ensure effective recruitment and succession planning, the Board commits to ensuring it has the ability to actively drive delivery of the Charity vision of 'Better lives for older people' and lead the organisation.

8. Additional Arrangements

8.1 Board Composition and Diversity

The size and responsibilities of the Board are set out within the Articles of Association and Terms of Reference. N&R Committee will regularly assess the composition of the Board and will endeavour to ensure that the Trustees have the necessary skills and experience to deliver the Corporate Plan and shape the culture desired by the Board.

ExtraCare is committed to seeking to ensure diverse and inclusive membership and aim to achieve a diverse and inclusive Board as set out in our Board Succession Strategy.

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8.2 Board Succession Planning

Effective succession planning is based on a clear understanding of the skills, experience and knowledge required to deliver ExtraCare's vision, mission and Corporate Plan in the context of a dynamic operating environment. This process should be continuous and proactive. A three-to-five-year Succession Plan will be maintained by the Company Secretary and reviewed by the N&R Committee at least annually to:

- Identify individuals with the potential to become a Board Chair, Committee Chair or SID;
- Forward plan for recruitment; and
- Discuss second terms of office where applicable.

When a ExtraCare Board Trustee reaches the end of their term of office and is eligible for re-appointment, N&R Committee will consider the case for re-election. Any recommendation to the Board for re-election must consider:

(i) Performance in annual appraisals; and
(ii) Whether the Trustees's skills and experience meet the Board's current needs.

8.3 Board Recruitment

Recruitment of Trustees will be carried out in a consistent and coordinated manner. Recruitment activity shall be undertaken in a fair, open and transparent way, following a competitive and merit-based assessment process. The primary focus is to recruit Trustees with the skills to meet any gaps (current or expected) on the Skills Matrix.

The N&R Committee will review the Trustee Renewal Schedule at least annually to ensure that recruitment is planned for and incorporated into the succession plan.

Board diversity is an important consideration in recruitment and ExtraCare will use a range of mechanisms to engage under-represented groups, including but not limited to:

- Active, targeted recruitment using local networks, partners and search consultants;
- Communications and/or placing adverts with leading agencies, (e.g. the Housing Diversity Network, National Housing Federation, Women in Social Housing); and
- Working with other Registered Providers to develop exchange schemes or offer opportunities to Trustees reaching the end of a fixed term of office.

The Charity will offer support, where appropriate and possible, to individuals who are able to offer a diverse viewpoint but need to develop certain skills necessary to be an effective Trustee.

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N&R Committee will agree a Person Specification, describing the skills and behavioural characteristics required from Trustees. Candidates will be considered against the Skills Matrix, relevant Role Profiles and Person Specification.

Vacancies will be advertised as widely as possible with the aim to reach potential candidates with diverse attributes. This may include a range of recruitment methods. Where appropriate, candidates with the appropriate skills /experience may be contacted and invited to apply. Third-party recruitment consultants may be engaged by the N&R Committee to support the recruitment process.

Longlisting, shortlisting and interviews will be led by a panel comprising of N&R Committee members. The Company Secretary and Chief Executive may also be involved in the process so long as Trustees, form the majority. All appointments to the Board and Committees will be recommended by the N&R Committee and approved by the Board.

9. Other Relevant ExtraCare Policies & Documents

General	
Articles of Association	Trustee Code of Conduct
Standing Orders	Board Succession Strategy
Board Terms of Reference	Equality, Diversity and Inclusion Strategy
Matters Reserved for the Board	Equality, Diversity and Inclusion Policy
Committee Terms of Reference	Board Evaluation Policy
Trustee Role Profiles	Trustee Training, Induction and Development Policy
Board Skills Matrix	Governance Work Instructions

10. Relevant Legislative & Regulatory Requirements

Legislation	**Regulation**
Companies Act 2006	RSH Regulatory Standards -Governance and Financial Viability standard
	NHF Code of Governance 2020

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