



Members' Forum Constitution

Effective from April 2019 to April 2020

The Members' Forum (The Forum) represents the interests of residents (including shareholders) and local communities in all aspects of Soha's business. The Forum is a key part of our mutual approach to co-regulation.

This Constitution sets out how the Forum will be established and operate in its first full year from 1 April 2019 to 31 March 2020. An updated Constitution will be agreed and apply from April 2020.

Soha's Rules is the governing set of principles which Soha Housing abides by. Where the Rules and the Constitution differ, the Rules must prevail.

Contents

		page
1	Role	3
2	Members	3
3	Work	3
4	Portfolios	4
5	Developing membership	5
6	Standards	5
7	Support	5
8	Annual General Meetings	6
9	Extraordinary General Meetings	6
10	Constitution changes	6
11	Appendices	6-16

1 Role

- 1.1 The Forum represents resident and community interests in Soha's business and promotes the benefits of mutual membership. It helps shareholders make the most of their personal stake and say in the organisation's future.
- 1.2 The Forum considers Soha's strategy, policy and performance (including resident scrutiny and audit) and recommends action to the Board.

2 Members

- 2.1 The Forum may have up to eighteen full members. These are elected for an initial term of one year through a vote of all shareholders, independently overseen by Electoral Reform Services. (see Appendix 1).
- 2.2 The Forum can co-opt up to two further, unelected members to boost particular sorts of knowledge, skills or input from under-represented groups (for example, different tenures, household types, geographic or demographic categories). Co-opted members have equal voting rights to full members.
- 2.3 Only one person from the same household can stand for election to or serve on the Forum at the same time.
- 2.4 The Forum elects and maintains a Chair and Vice-Chair from its full members (see Appendix 2).
- 2.5 Forum members can also be involved in Soha's other resident engagement mechanisms such as the Scrutiny Group or Tenant Auditors.
- 2.6 If a member leaves the Forum before the end of the year, the Forum can replace them with a co-opted member or agree to leave the place vacant until the next elections.
- 2.7 Any Forum member who becomes a member of Soha staff during the year must immediately resign from the Forum, but may be invited to continue taking part as an observer, alongside any other invited staff.
- 2.8 Any shareholder (including Soha Board members) can observe any Forum working event, and up to two Forum members can observe any Board meeting.
- 2.9 Forum members can resign from their role at any time by giving written notice to the Chair. Any member who fails to attend or take part in three consecutive working events without giving their apologies will be deemed to have resigned.

3 Work

- 3.1 The Forum fulfils its role through a range of activities including:

- Meetings, including an Annual General Meeting in April (see Section 8)
 - Study visits
 - Community outreach activities
 - Housing or partnership events
 - Webinars, e-learning or other organised digital contact.
- 3.2 When required, reports, papers and other briefing material are sent to Forum members one week before each working event.
- 3.3 The Chair agrees working topics with the Forum and staff, with advice, suggestions and invited representatives from Soha's Board, staff, other resident groups, shareholders and partner agencies.
- 3.4 The Forum can appoint up to three sub-groups or task and finish groups (each with up to five full members) to focus on particular topics or service areas.
- 3.5 To make binding decisions or recommendations, Forum working events must have at least five members present (including either the Chair or Vice-Chair, and one portfolio holder). Any activity with fewer than five members taking part, or without these post holders, counts as being for information only.
- 3.6 The Forum will produce and publish a one-page, infographic-style annual report of its work, informed by a group appraisal session (see Appendix 5).
- 3.7 The Forum or any ten or more shareholders from separate households can call an extraordinary meeting of the Forum, by written request to the Chair, setting out the reasons and need for the meeting (see Section 9).
- 3.8 Any full Forum member can request a vote to decide the Forum's view or recommendation on any aspect of its work. The Chair conducts votes by a show of hands (or other agreed method), and has an extra, deciding vote if there is a tie.
- 3.9 Notes and other details of the Forum's work may be published on Soha's website and social media accounts.

4 Portfolios

- 4.1 To keep the Forum informed about and focused on key aspects of Soha's business, it can appoint up to two full Forum members or other residents with special interest or expertise per portfolio as portfolio holders. The Forum will agree the number and scope of portfolios taking into account the need to prioritise the growth and development of shareholding membership.
- 4.2 Matched with and supported by a key staff contact in the relevant team, portfolio holders are responsible for gaining a detailed understanding of their area and recommending Forum work to improve policy and practice (see Appendix 3).
- 4.3 Portfolio holders may be required to take part in panels to consider formal customer complaints. This panel is Soha's 'designated person' and will comprise three portfolio holders chosen by the Chair of the Forum.

5 Developing membership

- 5.1 The Forum commits to supporting the growth and benefits of resident membership as part of Soha's development as a mutual organisation, by:
- Creating a sub-group of at least five members with special responsibility for membership, and/or
 - Dedicating at least two of its working events to membership during the year, and/or
 - Commissioning resident scrutiny or auditor support to help develop the membership package, and/or
 - Members taking part in research and consultation to develop the wider membership scheme and offer.
- 5.2 The Forum is responsible for reviewing the reach, success and impact of resident membership, with results included in its annual report and presented to the annual general meeting.
- 5.3 The Vice-Chair has special responsibility to ensure and oversee the Forum's role in developing and promoting mutual membership (see Appendix 2).

6 Standards

- 6.1 The Forum plays an important role in safeguarding and enhancing Soha's reputation for positive, collaborative working between residents, staff, partners and the Board. All members must sign and adhere to the Code of Conduct (see Appendix 4) at all times.
- 6.2 The Forum must also demonstrate and promote Soha's values of *putting people first, achieving more together, looking for opportunities and having high standards*.

7 Support

- 7.1 Forum members serve as volunteers and will receive:
- Training and help to stand for election or serve as Chair or Vice-Chair (see Appendix 1)
 - Travel, family care and other reasonable costs paid or reimbursed in line with Soha's Resident Expenses Policy
 - An induction programme when they are first elected, with a peer mentor and input from Soha's Board, executive and other staff
 - A tablet or similar device, plus an allowance for home broadband costs and IT training
 - As portfolio holders, access to relevant staff and information, plus training and opportunities to attend external conferences, seminars and other events
 - A compulsory individual, face-to-face appraisal to assess their contribution to the Forum during the year (see Appendix 5)

- A thank you voucher
- Administrative support from the Resident Involvement team
- The opportunity to meet as a group, with the Chief Executive and Chair of the Board at least once during the year.

8 Annual General Meetings

- 8.1 The Forum's first Annual General Meeting is on 23 April 2019, with the next Annual General Meeting to be held no later 30 April 2020.
- 8.2 The Chair will give all shareholders at least 21 days' written notice of the Annual General Meeting.
- 8.3 Any shareholder can propose agenda items for the Annual General Meeting by giving the Chair at least fourteen days' written notice.

9 Extraordinary General Meetings

- 9.1 If an Extraordinary General Meeting is called by the Forum or any ten shareholders from separate households, the Chair will give all shareholders at least twenty one days' written notice. Only topics included in the notice of the meeting can be discussed.

10 Constitution changes

- 10.1 This Constitution will be reviewed and updated at the end of the Forum's first year, to take effect from the Annual General Meeting in April 2020.
- 10.2 Any changes to the Constitution suggested or required during the year must be proposed and approved by at least two-thirds of the voting members present at an Annual General Meeting or Extraordinary General Meeting.

11 Appendices

- 1 2019 elections
- 2 Chair and Vice-Chair - role descriptions
- 3 Portfolio holders - role descriptions
- 4 Code of Conduct
- 5 Appraisal

Appendix 1:

2019 elections

1 Initial one-year term

- 1.1 At the Forum meeting on 20 December 2018, existing Forum members agreed that all residents elected to the Forum in April 2019 should serve an initial one-year term. This will allow for development of Soha's wider membership offer during 2019 (see Section 5), with further elections in 2020.
- 1.2 Subject to any Constitution changes (agreed beforehand), the Forum intends to elect one-third of its members in April 2020 (chosen by discussion and agreement with the Chair) for each of one, two, and three-year terms. This will establish a three-year, rolling arrangement for a third of Forum places to be open to elections each year.
- 1.3 To be elected as a full member of the Forum, a candidate must secure at least one shareholder vote. A candidate who achieves fewer than one vote can still be co-opted to the Forum.

2 Electoral Reform Services

- 2.1 To mark the Forum's formal launch as the representative body for Soha's members, the first elections in April 2019 will be independently administered by [Electoral Reform Services](#), with voting by post, online or proxy.
- 2.2 Future Forum elections will be administered either by Electoral Reform Services or on equivalent terms by Soha.

3 Timetable

- 3.1 Key dates for the 2019 elections process are:
 - Written notice of elections and invitation to stand sent to all shareholders on 9 January 2019
 - Training and support workshops for applicants, 12 and 14 February 2019
 - Closing date for Forum member applications, 20 February 2019
 - Electoral Reform Services send voting and candidates' details to all shareholders by 7 March 2019
 - Voting closes 28 March 2019
 - Results announced by Electoral Reform Services, 29 March 2019

- Forum members will have been confirmed as the representative body for Soha's members by the shareholding members who voted.
- Forum members will then be ratified at the Annual General Meeting on 23 April 2019.
- The Chair and Vice-Chair of the Forum will be elected at the first Forum working event after the Annual General Meeting.

Appendix 2:

Chair and Vice-Chair role descriptions

1 Chair

The Chair leads the Forum in all its work to represent the interests of residents, shareholders and communities in Soha's business.

1.1 His/her key responsibilities are to:

- Represent the Forum publicly, to shareholders and in discussions with Soha's Board, executive, staff and partners
- Chair meetings effectively, by encouraging debate and clear decision making
- Set and maintain a positive tone for the Forum's work, in line with the Code of Conduct (see Appendix 4) and Soha's values (see Section 6)
- Ensure the Forum delivers its work on agreed topics through an effective blend of meetings, events and other activities
- Oversee and control the Forum's meetings and working events, including votes to reach decisions and agree recommendations
- Manage the relationships with the Resident Scrutiny Group, Auditors, other groups and engagement activities
- Oversee the Forum's annual group and individual appraisals, annual report and membership impact assessment
- Appoint and coordinate the work of any Forum sub-groups
- Maintain membership of the Forum, including co-opted members and overseeing elections to fill vacant places
- Ensure all Forum members have the induction, training and other support required to fulfil their roles
- Take any action required under the Forum's Code of Conduct (see Appendix 4)
- Contribute to the Forum's succession planning.

2 Vice-Chair

The Vice-Chair plays a vital role in managing the work and activities of the Forum, with a special focus on its work to develop mutual membership.

2.1 His/her key responsibilities are to:

- Support the Chair and deputise for them in all their responsibilities whenever the Chair is vacant, absent or otherwise unable to fulfil them
- Manage and coordinate the Forum's work on agreed topics, in cooperation with the Chair, relevant staff, partners and external contributors
- Support the work of portfolio holders, making sure they fulfil their roles and have the necessary information and support
- Oversee the Forum's agreed input to promoting and developing mutual membership
- Contribute to the Forum's succession planning.

Appendix 3:

Portfolio holders role descriptions

1 Responsibilities

Portfolio holders perform an important role in keeping the Forum aware of, informed about and focused on key aspects of Soha's business.

1.1 Over time, portfolio holders are expected to:

- Build good working relationships with other portfolio holders and matched staff members
- Take part in relevant induction, briefings, work shadowing, training, events and groups
- Gain a strong and up-to-date understanding of how Soha operates in their portfolio area
- Know about best practice, law and regulation in their area
- Coordinate the Forum's work on and review of performance in their area
- Investigate, advise and recommend action to improve policy, practice and performance in their area
- Take part in panels to consider formal customer complaints. This panel is Soha's 'designated person' and will comprise three portfolio holders chosen by the Chair of the Forum.

2 Appointment

2.1 The Forum appoints portfolio holders from its members to serve alongside any other residents chosen because of their special interest or expertise. The Forum takes a vote if more than two of its members wish to fill the same portfolio role.

2.2 Forum members can hold only one portfolio at a time, for the duration of their Forum term and up to a maximum of six consecutive years.

2.3 Portfolio holders who are not shareholders or Forum members can also hold only one portfolio at a time, for up to a maximum of six consecutive years.

3 Stepping down

- 3.1 Portfolio holders can step down from their portfolio role at any time by giving written notice to the Forum's Vice-Chair.
- 3.2 If the Forum's Chair or Vice-Chair feel a portfolio holder is not performing their role satisfactorily despite support and training, they can be removed and replaced following the procedure for a breach of the Code of Conduct (see Appendix 4).

Appendix 4:

Code of Conduct

For shareholders and involved residents

1 What we expect

How we go about working as part of a mutual organisation is as important as what we do and achieve together. This Code of Conduct sets out the attitudes, behaviours and standards we need to succeed.

1.1 All shareholders and involved residents are expected to:

- Be courteous and respectful; observing and promoting Soha's values and commitment to equality, diversity and inclusion.
- Access Soha's homes and services in the same way as other customers, with no favourable treatment or extra benefits because of their involvement
- Avoid and report any instances, invitations or suspicions of bribery, fraud or dishonesty
- Understand and follow the seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

2 Members' Forum

2.1 Residents serving on the Members' Forum must also:

- Follow the Forum's Constitution and play a full, positive and collaborative part in its work for the duration of their term
- Send their apologies to the Chair if they are unable to attend or take part in a Forum meeting or other working event
- Abide by the Forum's decisions and reasonable directions of the Chair or his/her acting deputy
- Take part and behave in a way that supports positive working relationships and maintains the Forum's reputation
- Seek to avoid and declare any potential conflicts of interest with their membership of the Forum (for example, being involved in any legal action against or from Soha)
- Avoid using the Forum to raise personal, political or religious issues, unless they illustrate a wider priority or concern

- Treat all information they receive through the Forum as confidential, unless there is a clear reason to share it more widely, with the permission of the Chair or his/her acting deputy
- Follow Soha's Whistleblowing Policy if they experience or suspect criminal or other serious and undesirable behaviour
- Only make statements to the public, media or online about Soha and its business with the Chair's prior permission.

3 Breaches of the code

3.1 If a shareholder, involved resident or Forum member fails to stick to the code of conduct, s/he will:

- Be privately warned by the relevant Chair, acting deputy and/or responsible staff member, and offered further training or ways to improve their contribution
- Be asked to leave the meeting, activity or group if the breach continues or reoccurs
- Be required to meet with the Forum Chair, Soha's Chief Executive and/or Soha's Head of Engagement, Governance and Strategy to decide whether and how they can continue to be a shareholder or be involved.

I have read and agree to the Code of Conduct for shareholders and involved residents

Name:

Signed:

Date:

Appendix 5:

Members' Forum appraisal

Taking stock of what we achieve

1 Real results

Regular appraisal is a feature of all successful groups. The Members' Forum needs to know and account for what it achieves and how individual members contribute.

- 1.1 Simply continuing to exist is not enough – to be worthwhile and justify the investment made in it, the Forum must demonstrate that it helps Soha to achieve things or do them better than it could otherwise.
- 1.2 To maintain their Forum place, members must be clear about what they individually bring to its work and how they can continue to develop. It's also important for members to share any concerns or ideas they have about improving the Forum's effectiveness.

2 As a group

- 2.1 The Forum holds an annual, group appraisal session with support from staff and/or an agreed, independent consultant or other suitably qualified person. This session covers:
 - The Forum's key activity and achievements over the past year
 - Any failures, shortfalls or problems with the Forum's work over the year
 - Notable changes in membership, working methods, learning or capacity
 - The Forum's working culture, style and atmosphere
 - Relevant changes at Soha and in its business environment
 - Priorities and changes for the coming year
 - Feedback from staff, shareholders and others.
- 2.2 The Chair agrees a written record of the group appraisal, which helps to inform the Forum's infographic annual report.

3 As an individual

- 3.1 After the group appraisal, each Forum member is required to take part in a short, informal, face-to-face review with the Chair (or his/her acting deputy), the Head of Engagement, Strategy and Governance and/or other suitable staff or independent consultant.
- 3.2 This review covers:
- The member's overall feelings about their contribution to the Forum, including their role as Chair/Vice-Chair, sub-group participant or portfolio holder
 - Highlights and low points (if any) of the past year
 - Any outstanding or new learning and development needs
 - Plans for their future Forum membership, including re-election or new roles
 - Any concerns or suggestions about working relationships or ways to improve the Forum's effectiveness.
- 3.3 The staff member or independent consultant produces a short, written record of each appraisal, which is shared with the individual and the Chair.
- 3.4 If an individual appraisal demonstrates or suggests that a Forum member is failing to fulfil their responsibilities or is not capable of doing so, the Chair will take action under the Code of Conduct (see Appendix 4).