



BOARD MEMBERSHIP POLICY

Introduction

The purpose of the Board Membership Policy is to ensure that the Board has at all times the required balance between representation of members and their will as expressed through the mechanisms of the organisation at their disposal, and the skills and expertise required to fulfil its functions under the organisation's rules and the relevant Acts.

The legal basis of the Board Membership is to be found in the Rules of the organisation. All members of the Board are to become full Directors and subsequently bound by the liabilities and responsibilities that entails.

Principles of Board Membership

1. Members of the organisation's Board must:
 - Act in accordance with the rules and policies of Supporters Direct and act in support of the interests of the organisation as determined by the members of the organization and the Board from time to time in accordance with those rules.
 - Retire at the end of their term of office.

2. Members of the organisation's Board must not:
 - have in the opinion of the Board brought the Organisation into disrepute;
 - be the spouse, cohabitee, brother, sister, child, father or mother of a member of the Board or candidate for election to the Board;
 - be currently bankrupt or have a subsisting composition with their creditors;
 - be subject to a disqualification order made under the Company Directors Disqualification Act;
 - have been convicted of an indictable offence, subject to the Rehabilitation of Offenders Act 1974;
 - have been removed from membership of a recognised professional body and not reinstated.
 - have failed to agree to be bound by the Board Membership Policy
 - have been adjudged to have broken the terms of the Policy on the conduct of elections

3. The Board's Chair and other officers are to be appointed annually by the Board at their first meeting after the AGM. The Chair shall be an elected member of the Board, or shall carry the support of a majority of elected members of the Board.

4. All votes cast for the election of officers shall be by show of hands and shall be by exhaustive ballot. The Chair of the meeting shall have a deliberative and casting vote.

Elected Members

5. There will be between 7 and 12 members of the Board elected by Full members of the organisation. Board Members elected shall serve for three years, unless they are elected in a by-election in which case they shall serve the remainder of the period of office of the person they replaced.

6. Elections are governed by the Organisation's policy for the conduct of elections. No candidate can take office if they have been adjudged to have broken this policy.
7. The candidates to be appointed as the organisation's elected Board Members shall be those candidates who poll the most votes in the election up to and including the number of positions to be elected.
8. If elections are to be held in which there are different terms of office available, the candidates receiving the most votes shall fill the positions with the longest period of office.

Co-opted members

9. Under the rules of the organization, the Board of Supporters Direct is to have no fewer than 7 and no more than 18 members. They are drawn from:
 - Between 7-12 elected members
 - Between 0-6 co-opted members
10. Whilst therefore there could be up to 18 members, the capping of co-optees is to reflect that they must always be in the minority in relation to elected members and is not an injunction to have 6 co-opted members. The Board must at all times consider the wider operation of its meetings and determine its optimum size for good decision-making and effective meetings.
11. The facility exists for the co-option of additional members for 2 reasons:
 - Bringing skills, knowledge and experience in fields or areas of activity that the Board determine to be of key strategic value.
 - Bringing representatives from non-commercial partner organisations of the Supporters' Trust movement into the Board to promote closer working relationships and the development of better partnerships

Co-option of key skills / expertise

12. The Board should ensure that it has the appropriate skills and advice available to it. In determining whether they should be co-opting members, they should consider whether the co-option is strictly necessary. In so doing, they should consider the following:
 - Is the skill set available within the Board already?
 - Is the skill set necessary for the majority of the Board's deliberation?
Will the person be limited in the areas that they may be able to contribute to, or is their specialist expertise something that cuts across the work of the organization and as such, they will add value to the whole range of the Board's discussions and deliberations? For example:
 - If a person has expertise in an issue that is a major priority, but that priority is time limited, might it be better to invite such a person to attend a Board meeting in a non-voting capacity and give the Board the benefit of their advice for the limited period when that advice is necessary?
 - Are there better ways to utilise the skills of the person than making them a full director? Might they better be utilised in one of the

working-groups focussing on key strategic priorities?

13. Would it decrease the ratio between elected and unelected members to a level where the Board was one or two resignations from being unable to function?

Procedure to follow

14. A candidate for co-option shall be required to present a CV to the Board detailing their skills and experience as required; this CV shall be made available to Member organisations.
15. They must agree to be bound by the same rules and obligations as laid down for all Directors, including agreeing to be bound by the Code of Conduct for Directors.
16. Co-optees shall become members of the Board upon the adoption of a resolution on their co-option. This must be approved by two-thirds of those present and able to vote. Any other Board Member who is a business relationship with the potential co-optee must declare such interest before discussion commences and shall not be allowed to vote on the resolution.
17. In addition, the Board should give consideration to having an application process and advertise a vacancy for individuals with certain skills or appropriate experience. If this policy is not to be followed, the reasons shall be minuted.
18. In approving a candidate, the Board shall also specify the length of the co-optees term of office up to a maximum of three years. They shall be eligible for re-appointment subject to the terms of this policy.

Co-option of non-commercial partner organisations

In evaluating whether to co-opt a representative of a partner organisation, the Board shall consider the following:

19. Is the partner body of sufficient importance to the work of Supporters Direct that their input will lead to better relationships and working arrangements for Supporters Direct? Is the body an important liaison point on many issues that are of shared concern and importance?
20. Will relationships potentially be compromised through Supporters Direct's mandate received from its members and funders? Will a potential co-optee have a conflict of interest between their third party involvement and the fiduciary responsibility of Board members?
21. Will the involvement of such third parties potentially compromise Supporters Direct in the eyes of its members and other parties? Could there be a perception that the independence of the organisation has been compromised? This is especially the case with regard to commercial partners of the organisation and / or member organisations. Are there better ways to promote relationships with external bodies than co-option, such as regular liaison meetings between directors and staff of SD and officers of the third party?
22. Would it decrease the ratio between elected and unelected members to a level where the Board was one or two resignations from being unable to function?

Procedure to follow:

23. There is no requirement for an advertisement process, but the Board shall require that a candidate for co-option is happy to be co-opted and that the organisation they are representing is happy for the candidate to act in this capacity. Candidates shall present a CV for information to the Board, and this shall be available to member organisations. The candidate for co-option shall also have discussed the role of the Board and their organisation's links with Supporters Direct with the Chair and Chief Executive respectively.
24. A successfully co-opted candidate will agree to be bound by the same rules and obligations as apply to all other Directors. In approving a candidate, the Board shall also specify the length of the co-optees term of office up to a maximum of three years. They shall be eligible for re-appointment under the terms of this policy.
25. The candidate shall be required to vacate their office if so requested in writing by the organisation they represent. They shall be eligible for re-appointment under the terms of this policy.