

# BOARD MEMBERSHIP AND CONDUCT POLICY

## 1.0 Introduction

This document is drafted in accordance with the existing rules of CF10 Arms Park Rugby Trust and sets out the Board Membership and Conduct Policy of adopted pursuant to a resolution of the Society Board dated 6 September 2016

The purpose of this policy is to ensure that:

- 1.1 the Society Board has the skills and experience which it needs to operate effectively;
- 1.2 the interests of the community served by the Society are adequately represented;
- 1.3 the level of representation of different groups on the Society Board strikes an appropriate balance having regard to their legitimate interest in the Society's affairs; and
- 1.4 the Board operates in an effective and professional way.
- 1.5 Members agree to be bound by the rules of the Society which require that the conduct of members is not prejudicial to the Objects of the Society

## 2.0 Definitions

- 2.1 "AGM" means the annual general meeting of the Society.
- 2.2 "Disciplinary Offence" means an Indictable Offence and/or offences described as a Disciplinary Offence in paragraphs 5.3, 7.7, 9.2 and 11.5 of this Board Membership and Conduct Policy
- 2.3 "Member(s)" means a member(s) of the Society.
- 2.4 "Society Board Member(s)" means a Member(s) of the Society Board including any persons co-opted onto the Society Board in accordance with the Rules.



- 2.5 “Election Policy” means a detailed set of rules and regulations of the Society set out in a separate policy statement.
- 2.6 “Board Membership and Conduct Policy” means the terms and conditions laid out in this document.
- 2.7 “Co-opted Member(s)” means a person(s) who and has/have been elected to the Society Board by Board Directors but not elected by the Members.
- 2.8 “Indictable Offence” means a criminal offence (other than a spent conviction as defined by the Rehabilitation of Offenders Act 1974) for dishonesty, fraud or dealing in drugs.
- 2.9 “Rules” means the rules and regulations of the Society laid out in the separate Rules document.
- 2.10 “Secretary” means the secretary of the Society.
- 2.11 “Treasurer” means the elected treasurer of the Society.
- 2.12 “Society” means [ ] Supporters’ Society Limited (also known as [ ]Supporters Trust).
- 2.13 “Society Board” means the elected Board of the Society including any co-opted Society Board Members.

### **3.0 Election of members**

- 3.1 The Society Board shall comprise not less than [ ] and not more than [ ] Society Board Members.
- 3.2 Eight weeks before the AGM in each year the Secretary shall invite nominations for candidates to replace those elected members of the Society Board who are resigning at the AGM and/or to increase the number of Board Directors subject to the provisions of above.
- 3.3 Elections shall be governed in accordance with the Election Policy.

#### **4.0 Co-opted members**

- 4.1 The Board shall have power to co-opt up to [...]. additional Society Board Members at its discretion. Co-opted Members may be co-opted to either fill a casual vacancy on the Society Board in accordance with Rule 66 of the Rules or as external directors in accordance with Rule 67 of the Rules. Co-opted Members may have a specialist knowledge or specific skills required or attributes which the elected Board members feel would be beneficial to have on the Board. Also Members may be co-opted on the basis of their ability to fill those roles on the Board which remain vacant at any one time to ensure that the aims and objectives of the Society are met provided that elected Board Directors are not outnumbered by Co-opted Members.
- 4.2 The co-option of an additional Society Board Member shall be by resolution at any meeting of the Society Board at which two thirds of those present vote in favour. Co-opted Members of the Society Board will serve until the next AGM and may then either stand for election to the Society Board or seek a further period of co-option.

#### **5.0 Principles of Board Membership**

- 5.1 All members of the Society Board, whether elected or otherwise, must be members of the Society and in exercising their duty must at all times have in mind the aims and objectives of the Society.
- 5.2 With the exception of Co-opted Members co-opted onto the Society Board under Rule 67 of the Rules, all members of the Society Board must abide by decisions of the majority of them and take all such steps as are necessary or desirable to give effect to such decisions. Society Board members are expected to adhere to the principles of collective responsibility.
- 5.3 In particular, It shall be considered a disciplinary offence for a Society Board member to publicly criticise or to otherwise undermine any decision or policy of the Board.
- 5.4 It is expected that once decisions have been made by the Board, members in disagreement with them accept the decision as the settled view of the Board, with items already determined only being reconsidered in the light of new information or significantly changed circumstances.
- 5.5 The Society Board may by majority vote determine that Society Board members are not bound by collective responsibility in respect of any particular matter in which case the above shall not apply.

- 5.6 Society Board members shall not act in any way calculated to bring the Society into disrepute.
- 5.7 The Society shall maintain in force bank mandates which require that any cheque issued by the Society must bear the signature of two Society Board members.
- 5.8 No person can be a member of the Board:
- 5.8.1 (with the exception of Co-opted Members, co-opted onto the Society Board under rule [67] of the Rules) who ceases to be a Member of the Society
  - 5.8.2 who has been a member of the Board for 12 consecutive years
  - 5.8.3 who is subject to a bankruptcy order or has in place a composition with their creditors;
  - 5.8.4 who is subject to a disqualification order made under the Company Directors Disqualification Act 1986;
  - 5.8.5 who fails to abide by any rules for the conduct of elections made by the Board;
  - 5.8.6 who is removed from office in accordance with the disciplinary process set out in paragraph 6 below;
  - 5.8.7 in relation to whom a registered medical practitioner who is treating them gives a written opinion to the Society stating that they have become physically or mentally incapable of acting as a Director and may remain so for more than three months;
  - 5.8.8 in relation to whom by reason of their mental health, a court makes an order which wholly or partly prevents them from personally exercising any powers or rights which they would otherwise have;
- 5.9 Any member of the Board who:
- 5.9.1 ceases to comply with the criteria set out in this Board Membership and Conduct Policy; or
  - 5.9.2 (with the exception of Co-opted Members co-opted onto the Society Board under Rule 67 of the Rules) ceases to be a Member; or
  - 5.9.3 resigns

is to vacate the office of Board member

5.10 Any member of the Board who

5.10.1 fails without good cause to attend 3 consecutive Board meetings; or

5.10.2 fails without good cause to participate in board training

is to vacate the office of Board member if required to do so by a majority of the other Board members.

## **6.0 Disciplinary Process**

6.1 Where any Board member is deemed by a majority of the Board to have committed a Disciplinary Offence as defined in this document or has otherwise acted in a way which a majority of the Board believe is in contrast to the spirit of this document or the Rules, they shall be at liberty to constitute a Disciplinary Committee ("the Disciplinary Committee") to determine the facts and take such measures as the committee sees fit. If the Board decides to constitute a Disciplinary Committee the Board Member(s) concerned will be suspended until the Disciplinary Committee meets and shall not be entitled to vote nor attend Board meetings for the period of suspension. The Chair of the Disciplinary Committee shall have the casting vote if necessary

6.2 The Disciplinary Committee will consist of the then Chair and Vice-Chair of the Board unless one or both of them is the subject of the disciplinary action, in which case another member of the Board will be selected by the Board as Chair of the Committee and he/she shall have the casting vote if necessary. In addition up to 3 but no less than 2 other Board members (who shall not be the subject of the disciplinary action) shall sit on the Disciplinary Committee.

6.3 Either the Society Board or the members who are the subject of the hearing may request for an independent member to join the Committee. The Independent member will be selected on the basis of mutual agreement, and shall for the avoidance of doubt not be someone who has served with any of the subjects of the hearing on any board or committee and shall ideally not be a member of the Society itself.

6.4 In the event that it is not possible to agree the identity of the Independent member, Supporters Direct will select the Independent member.

6.5 All incidental expenses for Independent members shall be met by the Society.

6.6 All members of the Disciplinary Committee shall treat its proceedings as confidential, unless the subject[s] of the hearing waive that right directly or



violate that confidentiality through making public comment about its proceedings

- 6.7 The Disciplinary Committee shall meet as soon as is practicable (where possible within 7 days) after the Society Board meeting which constituted the Disciplinary Committee and shall invite the member concerned to attend or submit his/her version of events and/or mitigating circumstances. The Disciplinary Committee shall act honestly and equitably in assessing the facts of the disciplinary case before it and may impose such sanction as it sees fit, including for example, expulsion; further suspension to allow more facts to be gathered, after which a further meeting of the Disciplinary Committee shall be held; censure or warning. If appropriate the Disciplinary Committee may choose to impose no sanction. If the member concerned fails to either attend or submit his or her version of events and/or mitigating circumstances as envisaged above the Disciplinary Committee can proceed and make such inferences as it sees fit from such non-attendance or non-submission. The Disciplinary Committee may proceed in the Member[s] absence
- 6.8 The Board member subject to the disciplinary hearing may appeal against the decision of the Disciplinary Committee within 7 days of being notified of the decision. The appeal must be made to the Society secretary who shall contact Supporters Direct who shall appoint an independent organisation such as Co-operatives UK whose decision will be binding on all parties. The appeal will take place as soon as possible after the member concerned has requested it, and no later than 28 days following the date of receipt of the appeal. As the Independent organisation is independent of the Society there will be no further right of appeal by any party.
- 6.9 The final decision will be communicated to members only after the conclusion of the appeal, or when the date for the lodging of an appeal has passed without such appeal being lodged. The Secretary will be responsible for communicating the decision, and no members of the disciplinary committee shall make any comment about the proceedings publicly.
- 6.9 No member expelled from membership shall be re-admitted except by a special resolution of the Society in general meeting
- 7.0 **Board Procedure**
- 7.1 The newly elected Board (after each AGM and not merely the first AGM) shall meet to select from amongst themselves a Chair, a Vice Chair, a Treasurer and a head for such sub-committees as the Board shall determine from time to time, having due regard to the roles and responsibilities prescribed for each of the positions and the skills and abilities of the members of the newly elected Board. The Society Secretary shall be appointed by the Society

Board. As soon as practicable the names and roles of the new Board should be posted on the Society's website and sent out to members.

- 7.2 As per rule *[insert rule number]*, Society Board Members will normally serve for periods of 3 years in accordance with this Board Membership and Conduct Policy after which time they may stand for re-election. Co-opted Society Board members may be re-appointed for a further period subject to the Rules and this Board Membership and Conduct Policy.
- 7.3 At the *[second and third]* annual general meeting of the Society *[half/third]* of the members of the Board first elected by the members (to be chosen by lot) will resign from office. Thereafter the *[half/third]* of the members of the Board elected by the members who have served the longest at the date of the annual general meeting each year will resign. If at any time there is an uneven number of elected directors, the Board shall decide the number of elected directors to resign in accordance with this paragraph, which shall be approximately *[half/third]* of the total number.
- 7.4 Vacancies arising amongst the Society Board Members elected by the members will be dealt with as follows.
- 7.4.1 If a vacancy caused by retirement or removal is not filled at the general meeting at which they retire or are removed, the vacancy may be filled by the Board
- 7.4.2 A vacancy occurring by death or resignation may be filled by the Board.
- 7.4.3 In each case the member appointed to fill the vacancy is to retire at the next annual general meeting and the Board will make provision for an election to be held. For the avoidance of doubt the retiring member may stand for re-election at the meeting at which they retire.
- 7.5 With the exception of Co-opted Members co-opted onto the Society Board under Rule 67 of the Rules, Society Board Members will not receive any payment for serving on the Society Board other than the payment of expenses incurred in carrying out their duties.
- 7.6 All information held by the Society is subject to the Confidentiality principles set out below. Any Board member collecting details of new members must ensure that they forward all the correct information and monies to the secretary or a nominated person.
- 7.7 Society Board Member(s) must not arrange for or accept any undue or improper favours, match tickets or gifts from members of staff at any Sporting Club for personal gain. A breach of this rule is a Disciplinary Offence.

## 8.0 Declaration of Interest

A Director shall declare an interest in any contract or matter in which s/he has a personal, material or financial interest, whether directly or indirectly, and shall not vote in respect of such contract or matter, provided that nothing shall prevent a Member voting in respect of her/his terms and conditions of employment or any associated matter. A breach of this rule will result a disciplinary procedure.

## 9.0 Confidentiality and Collective Responsibility

9.1 Members of the Board acknowledge that discussions at Society Board Meetings are strictly confidential save where expressly stated not to be, and save for official reports of meetings, such as publication of approved minutes. With the exception of those circumstances set out below, all Board members shall keep all such discussions or information strictly private and confidential.

9.2 The confidentiality provisions shall not apply where a Board member is asked to co-operate with any statutory or regulatory body and should not stifle due and proper debate on issues within the confines of Board meetings or discussions between Board members conducted in confidence.

For the avoidance of doubt the confidentiality provisions above remain in force even after a member is no longer serving on the Society Board. Breach of the confidentiality provisions is a Disciplinary Offence.

9.3 Only persons authorised by the Society Board may act as spokespersons for the Society. Society Board Members who are not authorised as spokespersons have a duty to ensure that their public statements (including on electronic media) do not conflict with the policy agreed by the Society Board.

9.4 [Where a Society Board Member is also a director or officer of a separate company or corporate entity in which the Society has an interest (“the other company”), that Society Board Member shall be bound by the duty of confidentiality to the Society and to the other company. It shall be the duty of the Society Board to put in place:

9.4.1 Arrangements for the transmission of information between the Society and the other company; and

9.4.2 A statement of the duties of the Society Board Member within those arrangements.]

9.5 A person who ceases to be a Society Board Member shall as soon as reasonably possible return to the Society Board all documents and electronic



records held by that Society Board Member which have been held in conjunction with that person's duties as a Society Board Member. Should those effects be not returned, the Society is authorised to involve outside agencies to secure their recovery, up to and including considering the failure to return such effects as unlawful possession of the Society's property.

## **10.0 Officers**

10.1 The Society Board shall elect from among their own number a chair, treasurer and such other officers as they may from time to time decide. These officers shall have such duties and rights as may be bestowed on them by the Society Board or by statute and any officer appointed may be removed by the Society Board. A serving officer who is not re-elected to the Society Board at the annual general meeting shall nevertheless continue to perform interim duties solely to ensure normal administrative functions are undertaken to maintain the Society's operations until the first Society Board meeting following the annual general meeting when a successor can be appointed. For the avoidance of doubt; they should have no role in any substantive actions and all parties with whom they deal in this period should be advised as to this situation.

## **11.0 Treasurer**

11.1 All money collected by Society Board Members on behalf of the Society must be either forwarded to the Treasurer for entry into the Society's Bank Account or deposited in Society's Bank Account with the consent of the Treasurer and a receipt provided to the Treasurer as soon as reasonably practicable. There will be no exception to this rule.

11.2 The Society may pay any reasonable expenses which Society Board Members properly incur in connection with their attendance at meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Society.

11.3 The Treasurer has the authority to pay any reasonable expenses to the Society Board Members for phone calls, stationery etc without the consent of a full Society Board, but he/she must inform the Society Board of the amounts paid out. The Treasurer has the authority to authorise spending of up to [£500] on any single item in preparation for a fund-raising event agreed by the fund-raising sub-committee and up to [£250] for other matters but he/she must inform the Society Board of the amounts paid out.

11.4 An item "Declaration of Expenses" will form part of the Treasurer's report for each Society Board meeting. The Treasurer may only authorise the payment of expenses that have been declared in a Society Board Meeting.



- 11.5 All cash donations and payments taken must be recorded on a form approved by the Treasurer and as advised by the Society Auditor/Independent Examiner. At least two Society Board Members must sign the completed form. A failure to complete the form to the requirements of the Treasurer may be a Disciplinary Offence.