



BOARD MEMBERSHIP AND OPERATING PROCEDURES

REVIEWED SEPTEMBER 2022



The Board is comprised of a maximum of 12 elected Trustees and a minimum of three. At least 25% of Trustees shall be independent.

The Chair and the Vice-Chair, who is also the Senior Independent Director, and role of the Treasurer are comprised within the maximum 12 elected Trustee Directors and have honorary appointments.

The Board meets four times per annum which includes the company AGM which is held once a year.

The Board has four sub-committees, the Finance & Audit Committee, Income Generation Committee, Programmes Committee and the Remuneration and Nominations Committee. Additionally, the Chairs of the sub-committees meet with the Chair informally, usually twice per annum. There may also be at varying times non-constituted Advisory Groups with an informal link to the Board.

Each Trustee shall sever a fixed term of three years from the date of their appointment (or such other period as the Trustees may determine) and, if qualified, is eligible to reappointment for further periods, provided that no Trust shall serve for a consecutive period of more than nine years unless:

- i. in the opinion of the Trustees, exceptional circumstances exist (including to assist with succession planning) in which case the Trustee may hold office for one additional year (and, therefore, serve for a consecutive period of ten years); or
- ii. a period of four consecutive years has lapsed since the Trustee completed the maximum consecutive term in the office of Trustee as permitted until article 40 of the governing document;
- iii. and, in each case with the unanimous consent of the Trustees. In calculating the maximum consecutive term served in the office of Trustee, any period of time less than four consecutive years since the person vacated the office of Trustee shall be included within the term served by each Trustee.

Board Performance

Performance of Trustees will be subject to an annual appraisal by the Chair of the Board. The Chair's appraisal will be coordinated by the Senior Independent Director who consults all Trustees.

Terms of Membership

Term of membership is three years.

Meetings

Meetings will be held four times a year and otherwise as required. The Chair is required to provide an update at the Board meeting. Agendas will be circulated as least one-week in advance of the meetings (including the meetings venire, time and date) to all Board members and any other permitted attendees and minutes will be circulated no later than two weeks after the meetings to all Committee members.

The Board will have to power to co-opt external members where appropriate.



Quorum

The quorum at a meeting for the transaction of business of the Trustees shall be three Trustees or such a higher number of Trustees as the Trustees may fix from time to time.

The Chair, shall, if present and willing, preside all meetings of the Trustees but, if no Chair has been appointed, or if they are not present within five minutes after the time fixed for holding the meeting, or is unwilling to act as Chair of the meeting, the Trustees present shall choose one of their number to act as Chair of the meeting.

Chair


The Trustees must appoint one of themselves to be Chair. The Chair holds office until they cease to be a Trustee or for such shorter periods as the Trustees may determine.

Coordinator

The Office Manager & Charity Secretary will be responsible for coordinating all meetings where possible. In their absence, the CEO will take on this role.

Staff Attendance

The CEO is required to attend all meetings of the Board. Other staff may, at the Board Chair's request, attend meetings as required.

Signed:	
Name:	Ed Bracher
	Chair of the Board
Date:	7 th September 2022
Updated	September 2022
Next Review	August 2024