

# **Coventry & Warwickshire First – Board Structure Policy**

## **1 Introduction**

- 1.1 The following document follows on from and reflects the paper discussed at the November 2015 board meeting and reflects the policy we agreed to adopt at that meeting in relation to the method of appointing directors, terms of appointment and responsibilities of Board members.

## **2 Board appointments**

### **2.1 Nominations committee**

A nominations committee will be established to vet applications to join the Board by reference to the appointment criteria (see paragraph 2.2 below) and make recommendations to the full Board. The nominations committee will consist of the Chair, Vice Chair and two other Board members.

### **2.1 Advertising of vacancies**

Our previous method of appointing new Board members was opaque. Where a vacancy arose, we tended either to accept a volunteer or may approach certain individuals from a particular firm or sector to fill that vacancy. To make the process more transparent and increase member engagement, we will advertise vacancies to the membership.

### **2.2 Selection criteria for candidates**

The Nominations Committee will assess applications to join the Board by reference to the following criteria:

- 2.2.1 Previous involvement with Coventry & Warwickshire First, eg have they supported events?
- 2.2.2 The sector in which the applicant operates – the objective would be to maintain a balance of representation on the Board from the various sectors that make up the membership
- 2.2.3 The applicant's employer. Whilst we will appoint individuals on their own merits, rather than having particular firms or organisations having allocated seats on the board, or having an outgoing Board member nominating their successor from within their own organisation, the Nominations Committee will take into account circumstances where an applicant's firm has been a long-term supporter of Coventry & Warwickshire First.

The selection criteria will be reviewed by the Nominations Committee from time to time, and any changes will be published on the website.

### **2.3 Term of appointment**

- 2.3.1 The Board has recognised that we need look at ways of refreshing Board membership and ensuring that Board members are continuing to make a valuable contribution.
- 2.3.2 It has been agreed that members of the Board should serve for an initial term of 5 years, although recognising that members give their time voluntarily, this

will not be applied rigidly. Consequently, at the end of the initial term, the Board member will review the position with the Nominations Committee: if the Board member is keen to continue and the Nominations Committee is satisfied that he or she will continue to make a valuable contribution then they may agree that the Board member continues on the Board, with the position being reviewed annually thereafter.

### **3 Use of sub-committees**

The Board will continue to appoint sub-committees with responsibility for particular tasks or projects, such as the newly constituted Nominations Committee, or a FirstPro planning committee

### **4 Appointment of Chair/Vice Chair**

The Board agreed that the current practice of the incoming Chair selecting his/her Vice Chair after consultation with the current Chair should continue: there needs to be a good working relationship between the Chair and his or her Vice Chair, and the current and incoming Chair should be well placed to judge the qualities of potential candidates.

### **5 Clarification of role and responsibilities**

5.1 The Board agreed we need to be clearer on the role of Board members and to acknowledge a minimum set of “standards” for performing that role. In broad terms, the role of Board members has two aspects: (i) responsibility for the governance and strategic direction of the organisation and (ii) an ambassadorial role in terms of engaging with existing members and promoting the organisation to potential new members.

5.2 To discharge that role effectively in my view requires the following:

- Regular attendance and active engagement at board meetings;
- A willingness to get involved in specific projects/sub-committees;
- Attendance at our events.

We are all very busy people, and there will inevitably be occasions where work commitments have to take precedence. On the other hand, the time commitment involved in attending board meetings once every two months and turning out at our events is not that large and it would be great to see full attendance whenever possible.

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