



## **PD 04A**

### **Board composition and meeting procedures**

Full details of the election process is provided in the constitution and in Appendix 4

Other than the three elected officers the Board can comprise of up to nine other trustees who are the governing body. The Secretariat are not part of the Board but may attend to take minutes unless confidential issues are scheduled to be discussed

- a) The Officers may request additional participation from individual Board members where necessary for the effective and efficient operation of SGUK
- b) All members of the Board shall be appointed for a period of three years or as volunteered by the nominee, confirmed annually (but in order to ensure continuity, those periods should be staggered such that one third will be re-elected each year on a rolling basis). Those who are due for re-election shall retire from office together at the start of the AGM following the date of the third or appropriate anniversary on which they came into office but they may be re-elected or re-appointed for a maximum of two consecutive terms for officers (except for the Treasurer)
- c) The proceedings of the Board shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member
- d) Should a Board member tender their resignation then:
  - i. Depending on the reasons given, the Chairman or one of the officers should discuss in more detail to see if retaining their services was appropriate
  - ii. Notice of the resignation should be circulated to all the Board at the earliest opportunity and after consultation and agree the best way forward to minimise any negative effect
  - iii. If appropriate, the resignation is recorded in the minutes at the next Board meeting and arrangements made to alter documentation, our website and our entry on the Charity Commission website
  - iv. Any assets of the organisation held by this member should be returned to an officer at the earliest opportunity
- e) Duties and liabilities of Board members are detailed separately in PD 08

## **Meeting procedures**

- 1) An agenda will be prepared and circulated electronically by the secretariat or Chair to all Board members at least four working days prior to the meeting. Items to be included on that agenda must be notified to the secretariat and agreed by the chairman at least ten working days prior to the meeting
- 2) The Chairman shall act as Chair at meetings of the Board. If the Chairman is absent then the Vice Chairman shall conduct the meeting, if both Chairman and Vice Chairman are absent at any meeting, the members of the Board shall choose one of their number to be Chair of the meeting before any business is transacted
- 3) If the absence of two or more officers is likely to be prolonged then the remaining Board members can appoint interim officers to act on a temporary basis as per details in Appendix 5
- 4) At the beginning of each Board meeting the Chair (if required) will appoint a minute secretary by request from those present. If the secretariat is not present, the minutes are deemed confidential to the trustees until agreed otherwise and copy provided to the secretariat
- 5) Minutes of the previous Board meeting must be approved at the start of the meeting and should be signed and dated by whoever is acting as chairman and the minute secretary or Secretariat
- 6) Every relevant matter shall be determined by a majority but in the case of a tie there should be a revote at the next Board meeting. There can be a casting vote by the Chairman only if there is no conflict of interest
- 7) Should a meeting be found to be inquorate then it can either be cancelled or any decisions that are required are postponed to the next Board meeting or sanctioned by telephone calls or Skype conversations on the day and confirmed by an e-mail within one week of the meeting but only if a non contentious decision requires ratifying
- 8) The Board shall keep signed minutes, in books or files (physical or electronic) kept for the proceedings at meetings of the Board. The Secretariat may store these
- 9) An archive of previous minutes to create a history of the organisation should be maintained in electronic or paper format by the Secretariat
- 10) The Board may from time to time make or alter policy and procedure for the conduct of their business, the summoning and conduct of their meetings and the custody of their documents. No policy or procedure may be made which is inconsistent with the constitution
- 11) The Board may appoint one or more sub-committees (SC) or working parties (WP) consisting of three or more members for performing any function or duty which in the opinion of the Board would be more conveniently undertaken by a SC or WP provided that all acts and proceedings of any such SC/WP shall be fully and promptly reported to the Board and appropriate minutes kept. The SC/WP chair may appoint additional non-members in an advisory capacity
- 12) Additional advice can be provided to the Board by inviting external persons to attend for one or more meetings or part thereof
- 13) SGUK is exposed to a number of risks, these shall be detailed and evaluated/updated on an annual (or earlier basis if necessary) see PD 05 |