



Policy on Board Membership

This policy covers the recruitment of new Board Members, preferred Board composition and terms of appointment.

1. Recruitment of New Board Members

1.1 General

The Board will seek to recruit new Board Members in order to:

- ensure that the Board has sufficient numbers to be able to conduct its business in accordance with the Articles of Association.
- ensure that it complies with its preferred composition of Board Members in terms of mix of skills and experience.
- The Board will always try to encourage a minimum of three Board members who are blind or partially sighted.

1.2 Recruitment

1.2.1 Via external recruitment

The Board will direct the method of recruiting new Board Members according to the qualification/skill requirements of the vacancy(ies).

This will include advertising in national and/or local newspapers or in specialist publications or contact with appropriate organisations or agencies. The contact will be made by the Charity's officers under direction from the Board.

At all times, the recruitment process will conform to legal requirements for equal opportunities and diversity and will therefore be in accordance with the Charity's Equal Opportunities Policy.

Potential Board Members will be interviewed by the Chairman of the Board with one other Director and the Chief Executive Officer. The potential new Board Member will be invited to attend a Board Meeting as a non-voting observer. If there is mutual agreement to

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proceed with the appointment, he/she will be confirmed and arrangements will be made for the signing of a Directors Agreement and statutory notification to Companies House.

1.2.2. Via Appointment

There will be instances when, to satisfy requirements for Board composition, that appointments will be filled by co-option and also from specific organisations, e.g. a sensory charity, statutory organisation etc.

In these latter circumstances nominations will be sought from appropriate organisations. Any potential Board Member will be invited to attend a Board Meeting as a non-voting observer. If there is mutual agreement to proceed with the appointment, he/she will be confirmed and arrangements will be made for the signing of a Directors Agreement and statutory notification to Companies House.

The nature of this type of appointment means that there may be limited nominations received from the particular organisation, but as far as practicable, there will be adherence to the Charity's Equal Opportunities Policy.

1.3 Induction

All new Board Members will be given an induction programme organised by the Charity's officers.

2. Board Composition

The Board needs breadth and depth of skills and experience so that it can optimise its effectiveness in operating for the benefit of the Charity. It will therefore seek to ensure that it has the following skill and experience sets available to it:

- direct knowledge of the needs and aspirations of blind and partially sighted people
- business and management
- financial
- legal

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- marketing
- human resources
- health and/or social services
- voluntary charity sector

The Board will always try to encourage a minimum of three Board Members who are blind or partially sighted.

3. Retirement and Removal of Directors

3.1 Retirement

The retirement of Directors is governed by the Articles of Association and this determines that one third of the Directors who are subject to retirement by rotation (or, if their number is not three or a multiple of three, the number nearest to one third) shall retire from office. Clearly, Directors may seek re-election at the AGM, subject to any consideration of their maximum term of office as contained in the Code of Corporate Governance.

3.2 Disqualification and Removal

The Articles of Association determine that the office of Director shall be vacated if:

- he/she ceases to be a Director by virtue of any provision of the Companies Act 1985, or becomes prohibited by law from being a Director.
- he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally.
- he/she is, or may be, suffering from a mental disorder and is subject to one of two further qualifications regarding either admission to hospital or being subject to a court order.
- he/she resigns by notice to the company.
- he/she has not attended meetings of Directors for more than six consecutive months without permission of the Directors held during the period and the Directors resolve that his/her office be vacated.

4. Terms of Appointment

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The terms of appointment of Board Members will be as defined in both the Articles of Association and the Code of Corporate Governance in relation to the appointment period and maximum terms of office.

All Board Members are required to sign a Directors Agreement which specifies the Responsibilities of Board Members, the Essential Functions of the Board and the Obligations of Board Members.

New Board Members must also supply required personal details in order that statutory notification of the appointment can be made to Companies House.

Existing Board Members must also supply amendments to their required personal details in order that statutory notification of the change can be made to Companies House.

Appendices

Appendix 1: Directors Agreement

Appendix 2: Board Member Declaration

Appendix 3: Register of Interests

Appendix 1

Directors Agreement

This is an agreement specifying the obligations of Board Directors of Herts Vision Loss. This Agreement sets out the key roles, duties and obligations of Board membership.

1. Responsibility of Board Directors

All Board Directors share responsibility for its decisions including responsibility for upholding good governance. Each Board member must act only in the interests of the Charity and not on behalf of any interest group.

2. Essential Functions of the Board

The essential functions of the Board to which all Board members must contribute to are to:

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- define and ensure compliance with the values and objectives of the Charity.
- establish a framework for approving policies and plans to achieve those objectives.
- approve each year's accounts prior to the AGM and approve each year's budget and business plan.
- establish and oversee a framework of delegation and internal control.
- establish and oversee a framework for the identification and management of risk, ensuring that regular reports are received on these.
- agree or ratify policies and decisions on all matters that might create significant financial or other risk to the Charity, or which raise material issues of principle.
- monitor the Charity's performance in relation to these plans, budgets, controls and decisions and also in the light of feedback from stakeholder consultation.
- appoint and, if necessary, dismiss the Chief Executive Officer and approve his/her salary, benefits and terms of employment.
- satisfy itself that the Charity's affairs are conducted lawfully and in accordance with generally accepted standards of performance and probity.
- assess how the Charity follows the recommendations of the Code of Governance.
- appoint to and, if necessary, remove a person from, the position of Chair of the Board.

3. Obligations of Board Members

- uphold the values and objectives of the Charity.
- uphold the Charity's core policies.
- contribute to and share responsibility for the Board's decisions.
- prepare for and attend meetings, training sessions and other events, requiring commitment to sufficient time to be an effective member of the Board; minimum attendance requirements for Board meetings being detailed in the Articles of Association.

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- attend and participate in reviews linked to individual performance or that of the whole Board.
- represent the Charity as appropriate.
- declare any relevant interests to the Company Secretary who will keep a record.
- ensure that when the Board considers a matter which poses a conflict of interest for a Board member, the Board member declares that interest, which will be formally minuted.
- declare items relating to gifts and hospitality as required by the Gifts and Hospitality Policy.
- respect confidentiality of information.
- uphold this Code of Governance and to comply with the requirements of the Charity's Code of Conduct.
- account for their actions in an open manner, in accordance with the policy on Access to Information and Documentation.
- ensure that their private or personal interests do not influence their decision making and that they do not use their position to obtain personal gain of any sort, other than their expenses for being a Board member.

I understand and accept the Responsibility of Board Directors and Essential Functions of the Board. I further undertake to uphold the Obligations of Board Members and to make any necessary declarations required by any section of this Agreement and in the Memorandum and Articles of Association.

Signed: _____

Date: _____

Board Director

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Appendix 2

Herts Vision Loss

Board Member Declaration

I declare that:

- I am not an undischarged bankrupt and have not entered into a composition or arrangement with my creditors
- I have not previously been removed from trusteeship of a charity by a Court or the Charity Commission
- I am not under a disqualification order under the **Company Directors' Disqualification Act 1986**
- I have not been convicted of an offence involving deception or dishonesty (unless the conviction is spent)

I undertake to inform the Charity if any of the above change during the period of my trusteeship.

Signed.....

Name.....

Date.....

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Appendix 3

Herts Vision Loss

Board Members' Register of Interests

This form should be used to record all relevant personal interests, including those of an immediate family member or other close personal connection. Please record an answer for each category.

Category	Details (if none, write "none")
Current employment, and any previous employment in which you continue to have a financial interest	
Appointments, paid or voluntary: eg trusteeships, directorships, local authority membership, tribunals, etc.	
Membership of any professional bodies, special interest groups or mutual support organisations	
Other business interests, partnerships, significant share holdings, investments etc	
Do you use, or have a close relationship to, someone who uses the Charity's services, or who is applying to use those services?	
Do you have a close relationship to someone who is employed by the Charity, or who is applying to work for the Charity?	

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Do you have any contractual relationships with the Charity, or with other business or individuals who may contract with the Charity?	
Have you been offered any gifts or hospitality by external bodies in connection with your trusteeship of the Charity, including offers accepted and declined ? (note HVL Gifts policy: gifts of any significant value, especially if they may appear to be an inducement, should not be accepted.)	
Any other interests you have, that may potentially conflict with your duty to the Charity, that are not covered above ?	

To the best of my knowledge, the information I have given is complete and accurate.

I understand that the information given will kept in strict confidence. I consent to its disclosure only for the purpose of determining a potential conflict of interest.

I agree that the information given will be reviewed and updated annually. I undertake to notify the Charity of any relevant changes as and when they may occur.

Signed.....

Name.....

Date.....

Data Protection: All information of a personal nature provided will be kept confidentially and will only be used for the purposes for which it is given to us.

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