

ALDERSHOT TOWN - SHOTS TRUST 2020 BOARD MEMBERSHIP AND CONDUCT POLICY

1 Introduction

This document is drafted in accordance with the existing rules of the **ALDERSHOT TOWN SUPPORTERS SOCIETY LIMITED**, and the Board Membership and Conduct Policy of adopted pursuant to a resolution of the Society Board dated 2007, updated March 2020.

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;
- 1.4 the Board operates in an effective and professional way.

2 Election of members

- 2.1 The Society Board shall comprise not less than 4 and not more than 12 Board Members.
- 2.2 Eight weeks before the AGM in each year, the Secretary shall invite nominations for candidates, either to replace those elected members of the Society Board who are resigning at the AGM or to increase the number of Board Directors subject to the provisions of above.
- 2.3 Elections shall be governed in accordance with the Election Policy.

3 Co-opted members

- 3.1 The Board shall have power to co-opt up to 2 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 65 of the Rules).
- 3.2 Co-opted members may have specialist knowledge, specific skills or attributes which the elected Board members feel would be beneficial to their deliberations. Members may also be co-opted to fill vacancies. However, at no time may elected Board Directors be outnumbered by co-opted members.
- 3.3 Co-option requires approval by two thirds of the Board members present at a meeting. Co-opted members will serve until the next AGM, when they may either stand for election or seek a further period of co-option.
- 3.4 Co-opted Board members may not serve on a disciplinary committee.

4 Principles of Board Membership

- 4.1 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.
- 4.2 All members of the Society Board must abide by majority decisions and must work to give effect to such decisions, adhering to the principles of collective responsibility.
- 4.3 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.
- 4.4 Once decisions have been made by the Board, they will only be reconsidered in the light of new information or significantly changed circumstances.
- 4.5 Society Board members shall not act in any way calculated to bring the Society into disrepute.
- 4.6 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.
- 4.7 No person can be a member of the Board:
 - 4.7.1 who ceases to be a member of the Society, with the exception of co-opted members;
 - 4.7.2 who has been a member of the Board for 12 consecutive years;
 - 4.7.3 who is subject to a bankruptcy order or has in place a composition with their creditors;
 - 4.7.4 who is subject to a disqualification order made under the Company Director Disqualification Act 1986;
 - 4.7.5 who fails to abide by any rules for the conduct of elections made by the Board;
 - 4.7.6 who is removed from office in accordance with the disciplinary process set out in section 5 below;
 - 4.7.7 in relation to whom their registered medical practitioner 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;
 - 4.7.8 in relation to whom a court makes an order which wholly or partly prevents them from personally exercising any powers or rights which they would otherwise have.
- 4.8 Any member of the Board who:

4.8.1 ceases to comply with the criteria set out in this Board Membership and Conduct Policy; or

4.8.2 who ceases to be a member; or

4.8.3 resigns

is to vacate the office of Board member.

4.9 Any member of the Board who:

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

4.9.2 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.

5 Disciplinary Process

5.1 Where any Board member is deemed by a majority of the Board to have committed a disciplinary offence, 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 should constitute a disciplinary committee to determine the facts and take such measures as the committee sees fit. In such cases, the Board member concerned will be suspended and voting rights removed until the Disciplinary Committee meets and reaches a conclusion.

5.2 The Disciplinary Committee will consist of the 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, no less than 2 other Board members shall sit on the committee.

5.3 Either the Society Board or the member under review may ask that an independent member should join the Committee. This member will be selected on the basis of mutual agreement; ideally shall not be a member of the Society itself, nor have served with any of the subjects of the hearing on any board or committee.

5.4 In the event that it is not possible to agree the identity of the Independent member, the FSA will select the Independent member.

5.5 All incidental expenses for independent members shall be met by the Society.

5.6 The Disciplinary Committee shall meet as soon as is practicable and shall invite the member concerned to attend. 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, dismissal; further suspension to allow more facts to be gathered; censure or warning. The Disciplinary Committee may choose to

impose no sanction. If the member concerned fails to either attend or submit their evidence of mitigating circumstances, the Disciplinary Committee can proceed and make such inferences as it sees fit from such non-attendance or non-submission.

- 5.7 The Board member subject to the disciplinary hearing may appeal against the committee's decision within 7 days of being notified. The appeal must be made to the Society secretary, who shall contact FSA 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, and no later than 28 days following the date of receipt of the appeal. The outcome will be binding on all parties.
- 5.8 The final decision will be communicated to members only after the conclusion of the appeal by the Secretary. No members of the disciplinary committee may make any public comment about the proceedings.

6 Board Procedure

- 6.1 After each AGM, the newly-elected Board shall meet to select from amongst themselves a Chair, a Vice Chair, a Treasurer and a head for any sub-committees. The Society Secretary shall be appointed by the Society Board. The names and roles of the new Board should then be posted on the Society's website.
- 6.2 Society Board Members will normally serve for a period of 3 years, after which time they may stand for re-election. The Board may reappoint co-opted members for a further period as deemed necessary.
- 6.3 At the second AGM, half of the members of the Board first elected by the members will resign from office. At the third AGM, the remaining half will resign. In each case, they may immediately stand for re-election. Thereafter, the longest serving members at the date of the AGM each year will resign. The Board shall decide the number of elected directors to resign, which shall be approximately one third of the total numbers.
- 6.4 Vacancies arising amongst the Society Board Members elected by the members will be dealt with as follows:
 - 6.5.1 If a vacancy caused by retirement or removal is not filled at the AGM at which they retire or are removed, the vacancy may be filled by the Board;
 - 6.5.2 A vacancy occurring by death or resignation may be filled by the Board;
 - 6.5.3 The member appointed to fill the vacancy is to retire at the next AGM; the Board will arrange for an election to be held. Retiring members may stand for re-election at the meeting at which they retire.
- 6.5 With the exception of co-opted members, 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.
- 6.6 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.

- 6.7 No Board member may 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.

7 Declaration of Interest

- 7.1 Directors MUST declare an interest in any contract or matter in which they have a personal, material or financial interest, whether directly or indirectly, and shall not vote in respect of such contract or matter. The exception will be that nothing shall prevent a member voting in respect of their terms and conditions of employment or any associated matter. A breach of this rule will result a disciplinary procedure.

8 Confidentiality and Collective Responsibility

- 8.1 Members of the Board acknowledge that all discussions at Society Board Meetings are strictly confidential unless otherwise stated, for example if they are to be officially reported and / or published.
- 8.2 The confidentiality provisions shall not apply where a Board member is asked to cooperate with any statutory or regulatory body; nor should they stifle due and proper debate on issues within the confines of Board meetings or discussions between Board members conducted in confidence. Confidentiality provisions remain in force even after a member no longer serves on the Board.
- 8.3 Breach of the confidentiality provisions is a disciplinary offence.
- 8.4 Only persons authorised by the Society Board may act as spokespersons for the Society. Those 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.
- 8.5 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 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:
- 8.5.1 arrangements for the transmission of information between the Society and the other company; and
 - 8.5.2 statement of the duties of the Society Board Member within those arrangements.
- 8.6 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 they hold as part of their 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.

9 Officers

- 9.1 The Chair, treasurer and other Board officers shall have such duties and rights as may be bestowed on them by the Society Board or by statute. A serving officer who is not re-elected to the Society Board at the AGM shall nevertheless continue to perform interim duties solely to ensure normal, purely administrative functions are undertaken to maintain the Society's operations until a successor can be appointed. 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.

10 Treasurer

- 10.1 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.
- 10.2 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.
- 10.3 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 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. Again, the Board must be informed.
- 10.4 The Treasurer's report to each Board meeting will include information on expenses paid out and to whom. The Treasurer may only authorise the payment of expenses that have been declared in a Society Board Meeting.
- 10.5 All cash donations and payments taken must be recorded on a form approved by the Treasurer and signed off by two Society Board Members. A failure by any member to complete the form to the requirements of the Treasurer may be a disciplinary offence.

GLOSSARY OF TERMS

1. **AGM:** the annual general meeting of the Society.
2. **Disciplinary Offence:** an indictable offence described as a Disciplinary Offence in paragraphs 4.3, 6.7, 8.2 and 10.5 of this Board Membership and Conduct Policy. In addition, the definition covers behaviour not in keeping with our Equality Charter and / or Media Policy, both of which are available online.
3. **Member:** a member of the Society.
4. **Society Board Member(s):** a member of the Society Board, including any persons co-opted onto the Society Board in accordance with the Rules.
5. **Election Policy:** a detailed set of rules and regulations of the Society set out in a separate policy statement.
6. **Board Membership and Conduct Policy:** the terms and conditions laid out in this document.
7. **Co-opted Member:** someone who and has been elected to the Society Board by Board Directors, but not elected by the Members.
8. **Indictable Offence:** a criminal offence (other than a spent conviction as defined by the Rehabilitation of Offenders Act 1974) for dishonesty, fraud or dealing in drugs.
9. **Rules:** the rules and regulations of the Society laid out in the separate Rules document.
10. **Secretary:** the secretary of the Society.
11. **Treasurer:** the elected treasurer of the Society.
12. **Society:** the **ALDERSHOT TOWN SUPPORTERS' SOCIETY** (the Shots Trust).
13. **Society Board:** the elected Board of the Society including any co-opted Society Board Members.