

# Swalcliffe Village Charity

## Board Membership and Recruitment Policy

### 1. Introduction

- 1.1 This Policy details how the Swalcliffe Village Charity will recruit and maintain a board of trustees commensurate to supporting effective management and strategic activity.

### 2. Skills and membership

- 2.1 The charity has a maximum of 12 trustees and a minimum of three, of these it is felt that at least some should be drawn from other key formal groups active in the Swalcliffe Parish, including but not limited to the Parish Council, Parochial Church Council, Village Hall Committee, Village Fund, local businesses, and Playpark Committee.
- 2.2 The skills required for the Board should be aligned with the needs of the Charity, ensuring it is effectively governed and competently delivers its objectives. The range of skills, knowledge, experience, and diversity which are desirable are listed below. There is clearly an overlap between these skills, and it is likely that successful trustee applicants will have a combination of the skills above.

#### Growth and Business Development

- *Communications*
- *Governance, teamworking & strategy*
- *Risk management*
- *Sustainability*
- *Charity law*

#### Business and Financial Resilience

- *Financial management*
- *Fundraising*
- *Audit/accounting*
- *ICT/Digital experience*
- *Health & safety*

#### Lived experience

- *Understanding of the local community*
- *Representation from one or several other formal village groups*

### 3. Recruitment of Trustees

- 3.1 Generally (with the exception of 3.5), the approach to the recruitment and appointment of trustees can involve a wide range of methods such as the use of advertisements being placed in local publications, and/or on websites and via social media. Candidates known to existing trustees through a variety of networks, and having the appropriate skills and experience, may be contacted and invited to respond to the advertisement. As a preference, candidates will have an immediate or close connection to Swalcliffe (through residency, employment, volunteering, or family). All candidates shall be evaluated in the same manner and must disclose whether any of their activities or membership of other organisations might lead to a conflict of interest within the charity's work. Applicants may be asked to submit CVs (or alternative as agreed by from time-to-time) demonstrating their suitability. There will be a fair and transparent selection process that may or may not involve assessing candidates where more than one has come forward per vacancy.
- 3.3 In relation to the recruitment of a Chair, candidates can be selected from a closed process from within the existing Board or an open external process. A closed process will be the preferred option.
- 3.4 If the need arises to formally manage trustee recruitment, then a Nominations Committee will be agreed to screen candidates, and this will consist of at least two existing trustees (usually the Chair and one other). The Nominations Panel will recommend potential candidates to the

Board and subject to approval the successful nominee(s) will be invited to attend a future trustee meeting with a view to being co-opted at the end of that meeting.

- 3.5 In exceptional circumstances an outstanding candidate can be recommended at any time. In this scenario, the Board would be asked at its next scheduled meeting to consider the potential new trustee, with the possibility of immediate co-option. When this exception is agreed on, trustees must consider carefully and record the business case for doing so.

#### **4. Recruitment diversity implications**

- 4.1 In considering the composition and renewal of the Board, trustees should have regard to the need for a range of trustees which includes people from diverse backgrounds and with diverse attributes, to help ensure healthy debate and challenge, and a range of perspectives.

#### **5. Terms of office**

- 5.1 Given the scale of Swalcliffe and likely challenge in recruiting trustees on a revolving basis the agreed Articles do not detail a fixed-term. However, the Board should consider membership regularly and the need to maintain a degree of rotation to ensure new ideas and ongoing change is achieved. This should include a review of the skill requirements felt to be necessary.

#### **6. Training and appraisal**

- 6.1 All new trustees will be offered induction, coaching (from a more experienced trustee) and ongoing support to maintain and enhance their skills and motivation. The Board will occasionally undertake a self-appraisal of its performance and where a more detailed approach is considered to be needed, develop a process for doing so.

#### **7. Co-options and board observers**

- 7.2 From time-to-time trustees may choose to invite observers to attend and participate but not vote in meetings. This will usually be when specific skills are required.

#### **8. Exclusion from the Board**

- 8.1 The charity has agreed Articles that establish a basis in which persons cannot be appointed as trustees, or if already appointed must cease to be a trustee. All trustees must declare that they are fit and proper for to accept the role of becoming a trustee.

- 8.2 For the purpose of this policy the following people cannot be appointed or remain as trustees and this, together with any additional provisions set out in the relevant Articles, should be considered when recruiting new trustees:

- persons who are disqualified from acting as a director of a company for any reason,
- persons who have been convicted of an indictable offence within the last five years,
- persons who are suffering from Mental Disorder (as defined by Section 1 of the Mental Health Act 1983 (as amended)) and have been admitted to hospital under that Act or who in the opinion of a registered medical practitioner is suffering from a mental disorder by reason of which they are incapable of carrying out the duties of a Board member.
- Trustees who have breached the Code of Conduct.
- Trustees who following a majority vote at a formally constituted meeting of Trustees are asked to cease being a Trustee. For the avoidance of doubt, in this scenario this will be with immediate effect and with no right of appeal.

#### **9. Succession planning**

- 9.1 Succession planning should be a feature of the regular review of trustee membership, and consider the following principles.

- 9.2 Optimum Mix

Stability of Boards can be considered a positive factor, leading to cooperation, trust, consistency and depth of knowledge about the organisation. However, if trustees fail to adopt a cycle of renewal, they can become collectively de-skilled.

Refreshing a Board is therefore not “change for change’s sake”, but should be a response to the question “What is our anticipated strategic context and how well suited are our trustees for it?”

A dynamic succession plan is a control to help manage the following risks:

- board stagnation and group think;
- fighting yesterday’s battles – helping ensure that membership reflects the charity’s current and anticipated strategic priorities;
- lack of diversity and accountability to stakeholders – providing a mix of age, experience and backgrounds will lead to better debate, decision making and accountability.

Ideally, there should be an optimum mix of age, experience, backgrounds, and length of time on the Board in order to gain the benefits of stability alongside avoiding the risks of stagnation.

### 9.3 Board Leadership Succession

The charity’s structure includes the leadership roles of Chair and Treasurer. Positions will be appointed on an annual basis by the Board.

Consideration may need to be given to the rotation key leadership positions in order to optimise skills as membership changes over time. Recruitment will happen in a way that is consistent with the Articles and in a manner determined by trustees from time-to-time.

### 9.5 Evaluation of individual trustee effectiveness

Although it is not considered proportionate to undertake individual trustee appraisals, should performance matters be reported to the Chair and be felt to have merit, they will have an informal conversation with the trustee to establish any support or changes that might be beneficial. Should this not achieve a positive outcome, the Board will collectively consider how best to improve individual and collective performance.

### 9.6 Collective Trustee Effectiveness Review

The Board may from time-to-time decide to review their collective performance. When doing so they should approach this in the following ways:

- Informal reviews at meetings to assess how effective the meeting was and any learning points for future meetings;
- A collective review of board effectiveness to inform learning and development and succession planning to:
  - identifying future skills and mapping current skills against these;
  - the balance between collegiality and depth of knowledge about the Charity, and fresh challenge and diversity of experience and perspective.

### 9.7 Experts Trustees

In addition to recruiting individuals with appropriate skills, from time to time there may be a need to consider recruiting or co-opting a specific “expert” to the Board to fill an identified skills gap.

Where “experts” are appointed, trustees must take care that they do not defer to their expertise, continuing to bring a diverse range of challenge to decisions and plans. This should form part of the collective review of board effectiveness.

Consideration also ought to be given to whether or not it would be preferable to access this level of expertise in a different way e.g. by appointing consultants rather than relying on “experts”.