

# **Women's Work**

## **Board Membership Policy and Procedure**

### **1. Policy**

- 1.1. The Board of Management of Women's Work is responsible for ensuring that the organisation is viable, properly governed and properly managed.
- 1.2 Women's Work's Rules (Memorandum of Association) specify that the Board shall consist of at least four Board Members (Directors)
- 1.3 Board members are elected at the Annual General Meeting (AGM).
- 1.4 The Board may appoint co-opted members during the year to serve until the following AGM.
- 1.5 The Board will review membership of the Board regularly and identify any gaps in the skills and experience required and/or the desired profile of Women's Work.
- 1.6 Vacancies on the Board may be advertised by open advertisement in the press, targeted advertisement specific to the skills, experience or profile sought, and/or word of mouth.

### **2. Criteria for Board Membership**

- 2.1 Across the membership of the Board, Women's Work aims to include the full range of expertise skills and experience required to govern the organisation effectively.
- 2.2 All Board members are expected to demonstrate:
  - a. Team Working – putting into practice the skills required for the Board to work as an effective team;
  - b. Attendance – participating in Board meetings and other events, as required.

Full details of these criteria, and a Role Description and Person Specification for Board Members, are included in the Information Pack for prospective Board members.

### **3.Procedure**

3.1 The process of appointing all new Board members is as follows:

- a. Prospective Member expresses interest
- b. S/he is sent information pack including:
  - Annual Report,
  - Vision and Values of Women's Work,
  - Role Description and Person Specification of a Board Member,
  - Application Form
- c. If still interested in undertaking the role, a meeting is held with Chair of Trustees to explore what s/he has to offer and to explain further the roles and responsibilities of a Trustee including:
  - Board Membership Criteria,
  - Board Membership Policy and Procedure,
  - Code of Conduct for Board and Committee Members;
  - Equal Opportunities Policy Statement;
  - Profiles of current Board Members
- d. If s/he is still interested in undertaking this role, they will submit a CV and letter of application

- e. The CV and Application is circulated to Trustees and CEO for comment
- f. Decision is taken on whether to invite him/her the next regular Board meeting.
- g. The prospective Member attends meeting, presents self overview and answers questions from Members
- h. After meeting, trustees complete evaluation matrix to aid decision making.
- i. Members decide on whether to offer him/her a place on the Board.
- j. Prospective Member is notified of decision in writing and, if applicable, is provided with a list of dates and venues of future meeting
- k. A meeting will then be organised with HR to complete CRB check and to set up a personnel file.

3.2 As soon as possible after joining the Board, a new member will be invited to an induction session and provided with a copy of the Governance Handbook. New Board members are required to sign a statement confirming that they will meet their obligations to the Board and to the organisation, within one month of being appointed.

3.3 Board Members provide their services to the Women's Work on a voluntary basis and are unpaid. Payment for reasonable expenses incurred in order to participate in Board business (including travel to meetings, care of children/ dependents, cost of personal assistant/interpreter) will be met by Women's Work.

#### 4. Disqualification and Removal of Board Members (Directors)

As specified in the memorandum of Association of Women's Work, a director shall cease to hold office if s/he

- a. ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,

- b. is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 ( or any statutory re-enactment or modification of that provision),
- c. ceases to be a member of the Charity,
- d. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
- e. resigns as a director by notice to the charity ( but only if at least two directors will remain in office when the notice of resignation is to take effect, **or**
- f. is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his/her office be vacated.

# **Women's Work Code of Conduct for Board Members**

## **Introduction**

Women's Work recognises the contribution made by voluntary Board members of the charity

The purpose of this Code is to maintain high standards of conduct, assist members in their work for Women's Work and to protect the best interests of the organisation.

## **Obligations of Board Members**

Women's Work expects that all Board members will support the organisation's values, aims and policies once these have been agreed.

The Board will normally attempt to reach decisions by consensus.

Board members are required to act only in the interests of the organisation and not on behalf of any constituency or interest group. The skills and understanding that each Board member brings from their own experience is highly valued and Board members are not expected to act as representatives of any constituency or interest group.

Board members are expected to attend meetings of the Board and meetings of Committees and Working Groups of which they are a member. Members are expected to have read the papers which have been circulated prior to meetings so that they can contribute fully to meetings.

Board members are expected to attend relevant training events and to take reasonable steps to ensure that they are aware of the development of public policy and other issues which affect the work of the organisation.

Board members are required to:

- listen, and respect the views of others;
- seek positive and constructive resolution to those issues where differences in opinion exist;
- respect the office of the Chair, to ensure the orderly conduct of meetings.

From time to time, Women's Work requires Board members to represent the organisation to outside agencies and organisations.

### **Declarations of Interest**

All Board members are required to:

- ensure that private or personal financial interest never influences their decisions;
- ensure that they do not use their position as a Board member for personal gain of any sort;
- disclose to the Secretary any direct or indirect pecuniary interest or other interests which are not pecuniary but which could influence judgment or give the impression that the Board was acting for personal motives as soon as they are aware of any such interest;
- note that the Chair or the Secretary has the right to request that a Board member withdraws from that part of the meeting when any such conflict of interest exists;
- resign from the Board if he/she has any business interests relating to the work of Women's Work which either directly or indirectly give personal advantage or conflict with the interests of Women's Work.
- comply with the Women's Work's policy for hospitality and gifts;
- not gain any advantage by virtue of Board membership if they use the services of a consultant, contractor, professional advisor or other individual firm that also works for Women's Work and to disclose any such use to the Secretary.

In the event of a Board member considering that another Board member has an interest which should be disclosed, he/she has a duty to report that matter immediately to the Chair or Secretary.

## **Confidentiality**

Board members should not pass any information gained through their involvement with Women's Work to a third party without the approval of the Chair or Secretary. All Board and Committee papers should be regarded as confidential within the organisation. Any information confidential to the Board should not be disclosed to anybody, including the CEO, unless agreed by the Board

## **Outside Activities**

Board members should consider themselves at all times as being potentially regarded as ambassadors of Women's Work and should, therefore, ensure that none of their other activities has the effect of bringing the organisation into disrepute.

## **Misconduct**

Board members' conduct may be considered to be unsatisfactory when a breach of the Rules, this Code, standing orders or members' legal obligations has occurred.

In cases where there is concern that a member's conduct may be considered unsatisfactory, the following procedure will be adopted:

- The Chair will arrange for an investigation of any allegation of misconduct to be conducted to establish the facts.
- The Chair will invite two other members of the Board to form an Appeals Panel to consider the facts and to determine what action should be taken; if the complaint concerns the Chair then the Vice Chair will convene the panel.
- The Appeals Panel will determine what action shall be taken.
- The action that will be taken will depend upon the seriousness of the misconduct and any previous misconduct. In cases of serious misconduct, the Panel will seek a voluntary resignation from the Board and if such resignation is not forthcoming, formal procedures will be taken in accordance with the Association's rules to remove the Board member.

A Board member has the right to appeal against any decision made, and may make an appeal by writing to the Chair within 14 days of being notified of the decision by the Appeals Panel setting out the grounds on which the Board member is appealing.

The Board (excluding the Appeals Panel members) will hear any such appeal and the Board's decision will be final.

In cases where the Chair feels it is appropriate, he/she may suspend the relevant member from attendance at meetings of the Board and Committees while the matter is being investigated.

## **Grievances**

The procedure for individual grievances covers those matters which are specific to the individual Board member in relation to his/her service as Board member.

If a Board member wishes to raise a grievance, he/she should write to the Chair of Women's Work.

If the grievance relates to another Board member or the Chief Executive, the Chair should investigate and determine the appropriate course of action.

If the grievance is in relation to a member of staff other than the Chief Executive, the Chief Executive will investigate and determine the appropriate course of action.

If the grievance relates to the Chair, then the Vice Chair will investigate and determine the appropriate course of action.

If the Board member is not satisfied with the reply which would normally be sent within 10 working days of the original grievance, he/she may appeal to the Chair in writing seeking an appeal outlining the grounds for the appeal.

The appeal will be referred to an Appeals Panel; the composition of the Appeals Panel will be determined by the Chair and will comprise three members of the Board. Appeals will normally be heard within 10 working days of lodging the appeal.

The decision of the Appeals Panel is final.