

Co-option of Directors Policy

1. Purpose of this policy

- 1.1 To provide a clear, workable and accountable procedure, which allows for co-opting to the Board of Directors when it is in the best interest of the company as a whole.
- 1.2 To allow GMFA and its Board of Directors to benefit from a wider pool of experience and expertise.

2. Definitions

Code of conduct	As defined by the policy adopted by the Board of Directors governing directors' conduct
Co-optees	Someone who has been appointed by the Board of Directors but has not yet been elected by a members' ballot
Director	An elected or co-opted director of the charitable company
Governance	relates to directors' duties including those outlined in the Company Act 1985 (as amended) and the Charities Act 1993 (as amended)
Members ballot	The election of directors by the members
Prospective director	A director not yet elected or co-opted
Protected	Positions on the Board that may only be filled by someone with the skills to carry out that role
Portfolio	Any office held by a director with a specific function and requiring specific skills
Rotation	Two Directors who must resign every year and who may stand for re-election, as detailed in the Memorandum and Articles of Association
Rules of resignation	As defined in the Memorandum and Articles of Association
Rules of election	As defined in the Memorandum and Articles of Association
Rules of retirement	As defined in the Memorandum and Articles of Association
Skills audit	An ongoing assessment by the Board of Directors of the skills required to carry out its governance functions

3. Need to Co-opt

- 3.1 The Directors will annually monitor the skills required for the Board of Directors in order for it to effectively carry out its work. This will include an assessment of the skills required by the Directors generally and any director with portfolios.
- 3.2 Co-options will be based on skills and the willingness of prospective directors to be trained to improve or learn skills.
- 3.3 The need for co-option will be based on the ongoing skills audit and any lack of specific skills that are required by the Board. It will also be based on the willingness of directors and co-opted directors to take on the duties requiring those skills.

4. Process for Co-option

- 4.1 When a Director holding a portfolio resigns from the Board of Directors the Board will assess whether the skill sets to hold that portfolio are already available amongst the Board and whether any existing Director(s) are able and willing to fill the portfolio(s).
- 4.2 Where no existing Director is willing or able to take on the portfolio(s) of the resigning Director, an announcement will be sent to members leading to the election of a new Director. The place on the Board will become protected and limited to candidates with the required skill(s) for the portfolio(s).
- 4.3 Where a specific skill or role is required on the Board and there are no additional places, the size of the Board will grow to accommodate the co-opted Director until the next AGM when the number of Director's places will be reduced to that stated in the Memorandum & Articles of Association.
- 4.4 If a director stands down from holding a portfolio but not from the Board of Directors and the skills to hold that portfolio are not held amongst the Board (or for a director to take on that portfolio would overload that director) and there are no vacancies on the Board, the size of the Board will grow to accommodate the co-opted Director until the next AGM when the number of Directors places will be reduced to the number as stated in the Memorandum & Articles of Association.
- 4.5 So as to avoid contention, Directors should, where possible, give notice of their intention to resign their portfolio.

5. Candidates for Co-option

- 5.1 Board members will be asked to nominate candidates for co-option. The co-opted Board member will be selected via an interview panel. If this process fails to produce a suitable Board member, the position will be announced in the press and/or internet.
- 5.2 Where possible, interviews will not be conducted by anyone known to the candidate. Directors will always declare any prior knowledge of the candidate.
- 5.3 The Interview panel will be made up of three directors including the Chair of GMFA, who will normally be Chairperson of the panel. The Chief Executive will not normally be a member of this panel.
- 5.4 Following an interview, a successful candidate will be co-opted to the Board and will be subject to the normal rules governing a Director.

6. Rules Governing Co-opted Board Members

- 6.1 Co-option is a temporary appointment made solely by the Board of Directors in order to fill a skills set embodied in a portfolio.
- 6.2 Skills will be determined by and linked to portfolios as identified and assessed by the Board, in order for it to meet its function of governance.
- 6.3 There may only be a maximum of two co-options in any twelve-month period.
- 6.4 The co-option lasts until the AGM following such a co-option and gives the co-opted Director an opportunity to see whether he or she is suited to the role within GMFA. It also gives GMFA a chance to get to know this Director better.
- 6.5 Volunteer status will be given to a co-opted Director on completion of a New Volunteers' Orientation Day, which should be attended within three months of co-option.
- 6.6 A co-opted director will be subject to the rotation rules from the first AGM following his / her co-option. At the AGM following the co-option, the co-opted Director will go forward into a Members' Ballot for election for a standard term.
- 6.7 A co-opted director may only stand for election in a Members' Ballot at his or her first AGM following co-option if the following has been attained:
 - 6.7.1 A meeting between the Chair and the co-opted director, where a two-way assessment of the co-opted director's work to date ascertains that the co-optee is on-track as measured against the role(s) and skills by which he or she was originally co-opted.

- 6.7.2 Following this meeting, the Chair proposes the Board's support for the candidacy of the co-opted director and the Board votes with a majority in favour.
- 6.7.3 The Candidacy Form for the ballot is proposed and seconded by two directors, at least one of whom shall be the Chair or Vice-chair.
- 6.7.4 The Candidacy Form used for the AGM Member's Ballot will state clearly that the co-opted director has the support of the Board of Directors and is being proposed by the Chair/Vice-chair.
- 6.8 Without the full support outlined in 6.7, the co-opted director will not be eligible to stand for election.
- 6.9 Following election by the membership the director will be subject to all the rules regarding a director's election, retirement, resignation and code of conduct.
- 6.10 Membership status will be granted to a co-opted Director following the successful election at the AGM.

7. Restrictions to Co-option

- 7.1 Co-option is not available to:
 - 7.1.1 Members of GMFA.
 - 7.1.2 Anyone who is disqualified from holding the position of director or trustee of a company or charity.
 - 7.1.3 Anyone who has had membership refused or permanently withdrawn by GMFA.
 - 7.1.4 Anyone who ever stood for a members' ballot and received more "against" votes than "for" votes.

8. Dissemination of policy

- 8.1 This policy will go to all Directors and be available to all Members once agreed and then available on request.

9. Review

- 9.1 This policy will be reviewed every four years.
- 9.2 This policy was passed on 8th August 2002.
- 9.3 This policy was reviewed on 8th July 2005.