



Board Member Recruitment & Selection

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Background

The Board will ensure its continuing effectiveness by annually reviewing its performance in an annual appraisal and take action to address any identified areas for improvement.

Board renewal is important for good governance. While the contribution of experienced Board Members is vital, Boards also need new members who can provide an independent challenge to long standing practices and thinking.

In recruiting new members to the Board the following steps are needed:

- Identification of potential skills gaps
- Advertising Board vacancies
- Recruitment of potential new members – application process / competencies
- Selection and assessment of potential new members
 - meet Chair & Chief Exec
 - Informal meeting with current Board Members and discussion within Board meeting
- Co-option and Election to the Board
- Mentoring & Buddying
- Training and induction

The policy covers the recruitment and appointment of new Board Members and Co-optees

The Board's current policy is that Board Members selected prior to the AGM (co-opted) may attend the Board Meetings but may not vote on...

Identification of skills, knowledge and experience gaps

On an annual basis, the Board shall carry out an annual appraisal of its members and the Board as a whole, to determine its strengths and weaknesses in order to ensure its continuing effectiveness. As part of this review, the Board will identify skills lacking amongst its current membership or those which are under-represented.

Advertising Board vacancies

We will use a variety of means to attract new Board Member including:

- Word of mouth
- Advertising in local press
- Social Media and on our website
- CHC's "On Board" database
- Contacting professional organisations / representative bodies
- Contacting our shareholder base

Included in this advertisement will be the skills, knowledge and experience that are under-represented on the Board that are being recruited for.

Recruitment of Board Members / Co-optees – selection and assessment

Potential Board Members will be asked to complete an application form, which will require candidates to state how they meet the Board Member Competencies (separate document) as well as the skills, knowledge and experience.

The application forms will be reviewed by the Chief Exec and the Chair / Vice Chair of the Board, and those that meet the competencies and have the required skills, knowledge and experience will be invited to meet with the Chair and Chief Exec.

During the meeting the Chair and Chief Exec will focus on the competencies that cannot be measured by an application form, and will select those that should go through to the next stage.

At this stage, some of the prospective Board Members will be asked to attend a pre-Board meeting to meet the current Board Members (this is an informal meeting with Board Members and used as a means to get to know the potential candidates, but will link to the formal selection process.)

A formal paper will also be part of the process, which will include the candidates application form and a paper written by the Chief Exec and Chair following their meeting with candidates.

A discussion will take place at the Board Meeting to discuss the selection process. The selection being based on the applicant's skills, knowledge and experience; how they meet the competencies; and their potential contribution to the work of the organisation.

The organisation and the Board will at all times be aware of the need to follow best practice in terms of equal access, openness and equality and diversity, and any potential conflicts of interest.

Appointments

If at an annual general meeting, the candidates for election as shareholder board members do not exceed the number of vacancies on the Board the Chair shall declare those candidates to have been duly elected.

If there are more eligible Board Members than there are places, an election will need to take place at the Annual General Meeting. Shareholders will receive a ballot form with information about each of the candidates as part of their AGM papers. Papers will be received fourteen days prior to the AGM.

Shareholders will be also be invited to complete a proxy form should they not be able to attend the AGM, giving their voting rights to either the Chair or another shareholder who will be present.

The election process and count will be presided over by someone not directly employed by Cadwyn.

If the selection of Board Members takes place outside of the AGM timeframe, the selected Board Members will be co-opted on to the Board. However they will need to be formally elected at the subsequent AGM.

All new Board Members will receive a copy of the obligations of the Board, job description and terms of reference, which need to be signed and returned prior to them attending their first Board Meeting. (These are separate documents)

To complement the process an induction training programme, other forms of training and support (mentoring / buddy system and access to the Senior Management Team and Chair) will be offered to all Board Members to ensure that they can meet the competencies expected.