

	<p>YEOVIL TOWN SUPPORTERS' SOCIETY Ltd (GLOVERS' TRUST)</p> <p>PO Box 5240 YEOVIL BA20 9FR</p> <p>secretary@glovers-trust.co.uk www.glovers-trust.co.uk</p> <p>Registered No: 7293</p>	
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**YEOVIL TOWN SUPPORTERS' SOCIETY LTD (GLOVERS' TRUST) CONSTITUTION -
POLICY No 10**

BOARD MEMBERSHIP AND CONDUCT POLICY

(Accepted by Steering Committee vote 9 June 2016)

MEMBERSHIP OF THE TRUST BOARD

1. This is the Society Board Membership Policy of the Yeovil Town Supporters' Society Limited (to be known as 'the Trust' from here on) as provided for in rule 56 of the Trust Rules.
2. The Trust Board (to be known as 'the Board from here on) will be comprised of not less than 6 and no more than 10 posts. These being Chairman, Vice-Chairman, Treasurer, Membership Secretary and up to 6 additional Board Member positions.
3. The newly elected Trust Board may co-opt up to 3 co-opted members on to the new Board. Co-opted Trust Board members shall be co-opted on the basis of their ability to fill those roles on the Board which remain vacant and/or where they possess specific skills or attributes which the elected Board members feel would be beneficial to have on the Board. Co-opted members of the Board will serve either until the next AGM or for a shorter fixed period specified by the Board.
4. The Board will discuss potential co-optees and if by a majority they require the potential co-optees to appear before them for an interview the potential co-optee will be asked to attend the next meeting of the Board after which the Board members present will vote on whether or not to co-opt that person. Any resolution to co-opt a member to the Board must be passed by a majority of the Board present at the meeting in question and the Chair of that meeting shall have a second and casting vote in the event of an equal numbers of votes for and against the co-option.
5. As per rule 59, it is envisaged members of the Board will normally serve for periods of 2 years in accordance with the Board Membership Policy. As also with rule 61, it is envisaged at the at the AGM following the initial AGM one half of the members of the Board first elected by members (to be chosen by lot) will resign from office. Thereafter the half of the elected members of the Board who have served the longest at the date of the AGM each year will resign. If at any time there is an uneven number of elected directors, the Board shall decide the number of elected directors to resign in accordance with this Rule, which shall be approximately one half of the total number. Subject to the Rules (and this document) retiring

Board members may submit a nomination form to seek re-election at the AGM at which they are to retire.

6. As soon as possible after the first Board is appointed they should convene to appoint a Company Secretary using the same procedure as detailed in para 4 above. Although this position will attend Board meetings it will not be considered a part of the Board nor will it carry any voting rights on matters discussed by the Board.

7. The term of the Company Secretary is to last until the next AGM where the Board will ask members to approve the Company Secretary holding the position until the next AGM or ask members to approve the appointment of a new Company Secretary. The Company Secretary is bound by the rules defined in the Trust membership policy and constitution.

8. As soon as practicable the names and roles of the new the Board should be posted on the Trust's website and sent out to members.

9. Co-opted Board members may not serve on a disciplinary committee even where (s)he is the then current Head of any sub-committee.

10. It will be the specific responsibility of the Head (or in his/her absence, the deputy) of each sub-committee to co-ordinate that sub-committee and at each meeting of the Board provide a written or oral report to the Board on the activities of that sub-committee.

11. Any member of the Board may be suspended or removed from the Board in accordance with the Rules or as a result of a disciplinary offence.

CONDUCT OF SOCIETY (TRUST) MEMBERS

12. It is the responsibility of each and every Member to act at all times in accordance with the Rules and Constitution, this document and in a way that maintains the dignity of the Board and the Trust.

13. The Board Members shall act honestly and with integrity in all of their dealings on behalf of the Trust.

14. Board Members will not discriminate on the grounds of people's race, religion, gender, marital status or disability and will comply and promote the Trust E&D Policy.

15. Board Members will not make promises or commitments that the Board does not intend, or would be unable, to honour.

16. Board Members' conduct, at all times, will be such that their honesty is beyond question.

17. Board Members' conduct, at all times, will be such that it upholds the reputation and good name of the Trust.

18. Board Members shall adhere to the truth, and not mislead directly or indirectly nor make false statements, nor mislead by omission.

19. Board Members shall treat everyone with whom they have dealings as a Board Member with personal respect and politeness.

CONFIDENTIALITY AND COLLECTIVE RESPONSIBILITY

20. Members of the Board acknowledge that discussions at Board Meetings are strictly confidential save where expressly stated not to be.

21. Board Members will ensure that confidential information (or any information that could be considered to be of a sensitive nature) relating to the Board's operations, the Trust Members, its customers, employees, creditors or associated businesses is not given either inadvertently or deliberately to third parties unless that information is required by law or a regulatory body.
22. Board Members will not use information obtained by them as a Board Member of the Trust for personal gain, nor will that information be used to obtain benefit for any other person or business.
23. All membership details and records are to be kept on a computer database with only the Board members and the Company Secretary having access. All information is strictly confidential. Any Board member collecting details of new members must ensure that they forward all the correct information and monies to the Membership Secretary.
24. For the avoidance of doubt the confidentiality provisions above remain in place even after a member is no longer serving on the Board. Breach of the confidentiality provisions is a disciplinary offence.
25. From time to time the Board will vote on issues, make decisions or pass resolutions. Each and every member of the Board will be bound by collective responsibility in respect of these with the effect that once a decision is made, a resolution passed etc, no Board member shall speak out in public against that decision or resolution. Full and open debate within the confines of the Board is obviously encouraged but once a decision has been made or a resolution passed the Board must speak with a unified voice.
26. If a Board member does not feel able to comply with the ethic of collective responsibility either that Board member must remain silent on this issue in question or (s)he must resign from the Board.
27. A breach of the ethic of collective responsibility is a disciplinary offence.

LIMITATIONS AND CONFLICTS OF INTEREST

28. Any Board member may speak about, give comments or opinions on a variety of issues provided they are expressed to be a personal opinion.
29. Only Board members (or such other person who has the express consent of the Board) may issue communications or brief the press/media on behalf of the Trust. Where possible, all communications should be issued by the Trust Communications Officer.
30. All efforts must be made to retain copies or recordings of all Trust communications, minutes, press releases, interviews, and publicity whether in written, oral or visual form. A library of such information must be kept by the Communications Officer, except for the minutes, of which this responsibility falls to the Company Secretary, on behalf of the Board for posterity and consistency and to deal with any future queries.
31. Any Board member who volunteers to take on a particular job must, as far as possible, carry out that task to the best of their ability. It will be the responsibility of each Board member to take the action required dealing with any task allocated to him/her in the minutes. Failure to do so may be considered a disciplinary offence. Guidance can always be sought from the rest of the Board.
32. All money collected by Board members must be forwarded to the Treasurer for entry into the Trust Bank Account. There will be no exception to this rule. The Treasurer has the authority to pay any reasonable expenses to Board members for phone calls, stationary etc

without the consent of a full Committee, but he/she must inform the Board of the amounts paid out and details registered on the Trust accounts.

ROLES AND RESPONSIBILITIES

33. Listed below a brief list of board positions to be elected and a summary of their key duties. The board meets monthly and each board member may sit on or lead sub-groups depending on the campaigns and priorities of the Trust.

CHAIR

34. The role of the Trust Chair is to facilitate the smooth running of the Board, to act as a figurehead for the Trust and to help guide its strategic direction, by:

- Providing leadership and focus to the board.
- Lead on the production of the Trust Business Plan and ensure its implementation.
- Chairing board meetings and general members' meetings.
- Setting and maintaining standards for the performance of the board.
- Leading on the appraisal and development of the board.
- Ensuring that the board is effective in its tasks of setting and achieving the Trusts strategic objectives.
- Striving to establish good working relationships with Yeovil Town Football Club and other groups associated with the club.

VICE-CHAIR

35. The role of the Vice-Chair is to deputise in the absence of the Chair and to assist the Chair in ensuring that policies and procedures become embedded and that strategies are realised, by:

- Assisting the Chairman to ensure annually agreed aims and objectives become operational realities.
- Working with the Chair and Company Secretary to manage arrangements for Trust General Meetings, open meetings and consultations etc.
- Convening and chairing meetings in the absence of the Chair.
- Representing the Trust at key events and undertaking Trust surgeries.
- Assisting the Chair to ensure appropriate policies and procedures are developed and implemented.
- Creating and managing relationships with stakeholders as required by the board and/or Chair.

TREASURER

36. The role of the Treasurer is to maintain the Trusts accounts, ensure that all statutory returns are completed and returned on time and to implement policies and procedures such that the accounts show a true and fair view and that assets of the Trust are safeguarded, by:

- Maintaining electronic records of books of account.

- Reporting the financial position on a regular basis.
- Recommending actions on financial matters to the board.
- Providing financial advice on business plans and projects.
- Preparing and submitting any statutory documents that are required.
- Facilitating the statutory audit of the Trusts annual financial statements.

MEMBERSHIP SECRETARY

37' The role of the Membership Secretary is to recruit new members, ensure that existing members are kept informed and satisfied and to ensure the effective administration of members. They will:

- Liase with other board members to develop and implement initiatives to recruit and retain members.
- Update and maintain the membership database.
- Receive and resolve queries on membership.
- Work with the Treasurer to ensure that membership fees are paid and renewal forms are sent out on time.

BOARD MEMBER WITHOUT PORTFOLIO

38. There are up to 6 Society Board members elected with no specific duties attached. Individuals holding these positions are free to commit as much or as little time as they wish and have the freedom to participate in areas which suit their skills or interests. Direction will be given by the Chair.

COMPANY SECRETARY

39. To enable the newly elected Society Board to choose the best person available volunteers are sought for this post. Anyone interested should contact the Election Working Group with their details. The position of Company Secretary will not be elected and instead will be chosen by the newly elected Board. The secretary will be a non-voting role and although present at Board meetings is not counted as a Board member. The duties of the Company Secretary will include:

- Having an in-depth knowledge of the Trust Rules and Constitution and giving advice to Board Members where required.
- Taking Records of Decisions (RoD) of all meetings of the Society Board.
- Ensuring systems are in place to record and retain RoDs for all Board and Sub-Committee meetings.
- Sending out of notices and other administration duties required by the Trust's constitution.
- Ensuring the smooth running and integrity of the annual elections.
- Providing advice to the board on the interpretation of the constitution and ensuring that appropriate advice is sought where necessary.
- Safeguarding the needs of members.