

Procedure for Board elections

1. General

- 1.1. Election of members of the Board will take place at the Annual General Meeting (AGM) or by separate ballot conducted as soon as is practicable after the meeting in question.

2. Nominations

- 2.1. Not less than eight weeks before the announced date of the AGM, Members will receive forms for the nomination of candidates for the Board. With these there will be a list of current members of the Board and a note detailing those retiring, those eligible for re-election, any other vacancies to be filled, and the total number of vacancies.
- 2.2. Any Member may nominate an authorised representative of any other Member to serve on the Board. Nominations must be proposed by the Head of Institution (or Nominated Representative) of a Member and seconded by the Head of Institution (or Nominated Representative) of another Member, both Members being not the Member represented by the nominee. The nominee for office may be serving in any role at a Member institution but they must have secured the authorisation of their Head of Institution (or Nominated Representative) in order to stand for election.
- 2.3. The nominee must formally indicate their acceptance of nomination by countersigning the nomination form. It is the proposer's duty to obtain this acceptance before submitting the nomination to the Chief Executive. No nomination will be valid without such acceptance.
- 2.4. Nomination forms duly completed must reach the Chief Executive not less than two weeks (fourteen clear days) before the date of the AGM, but the Chief Executive shall have discretion to prescribe an earlier closing date (to be stated on the form) provided that this is not more than five weeks (thirty-five clear days) before the AGM.
- 2.5. Nominees are personally responsible, before accepting nomination, for ensuring that they would have the agreement and support of their employer for the discharge of Board duties were they to be elected.

3. Information regarding candidates

- 3.1. Each candidate for the Board must submit the completed nomination form with a CV and personal statement of up to 300 words to support their application.
- 3.2. After the deadline, the candidates will be asked to submit a declaration of interests form, a fit and proper persons form and a candidate self-assessment form, enabling a comparison of their personal record against the skills and experience required to serve on the Board.
- 3.3. The Executive will perform due diligence checks on all candidates, including the insolvency register, and produce a report for the Governance and Nominations Committee to review.

- 3.4. If anything is found to be disqualifying, for example, disqualification as a director, insolvency, or an unmanageable conflict of interest, either the GNC or the Board may take the decision to bar the individual from standing for election, but they shall be required to set out the reasons for this decision in writing to the disqualified candidate.
- 3.5. If the election is uncontested, the nominees will be duly elected at the AGM.
- 3.6. If there are a greater number of nominees than vacancies, a competitive election will be held.
- 3.7. Nominees' personal statements will be circulated to the Head of Institution (or Nominated Representative) of each member, and nominees will have the opportunity to briefly address the AGM to introduce themselves to Members.

4. Elections

- 4.1. As soon as is practicable after the AGM, Members will be invited to vote for nominees by secret electronic ballot. Those who are entitled to vote are the Nominated Representatives of Members and the holders of valid proxies.
- 4.2. The election instructions will include the number of vacancies to be filled, and accordingly the maximum number of votes each voter may cast.
- 4.3. The candidates elected will be those who receive the largest number of votes. In the event of a tie between two or more candidates for the last place, there shall be a run-off election between those candidates. In the event of a tie between candidates on a run-off vote, the Chief Executive shall decide on the toss of a coin.
- 4.4. Votes will be counted and the result announced to all Members by the Chief Executive not more than one week after the closing date for ballots.