



Arts Marketing Association

AMA BOARD: GOVERNANCE PRINCIPLES, RESPONSIBILITIES AND PROCESSES

Title:	AMA Board: Governance Principles, Responsibilities And Processes
Version:	1
Date of creation:	08/04/2015
Latest date of modification:	n/a
Review:	<p>This Policy will be reviewed at the end of our current Business Plan (March 2020).</p> <p>Changes will only occur before this deadline in the event of:</p> <ul style="list-style-type: none">• Changes in legislation;• Decision by Executive Director or Board Members;• Service development that involves a significant change impacting the current policy. <p>Such changes will be notified to the people covered by this Policy (Target Audience).</p>
Target Audience	AMA Board Members
Executive Director Signature: <i>(Hard Copy Only)</i>	

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1. Policy context

1.1 Good governance is essential for the success of any organisation. This paper sets out the principles to which the AMA board seeks to work to, the responsibilities that the board members undertake, and the working practices adopted by them. It draws upon advice from related industries such as the Nolan principles of good governance for public bodies, and the governance Code of Good Practice for the voluntary and community sector.

2. The Board of Directors

2.1 The AMA is governed by a board of directors. There are currently nine board members and the memorandum and articles of association state that there shall never be less than two and, until otherwise determined by a General Meeting, shall not be more than 11.

3. The role and responsibilities of AMA board members

3.1 Although most duties are delegated to the management team there are three fundamental duties for AMA board members:

3.2 *Legal and financial duties:*

- to ensure that the association adheres to company law and to the memorandum and articles of association
- to account for the association's finances
- to monitor and approve financial strategy, operational budgets and cash flow
- to help set fundraising goals and be involved in fundraising
- to ensure that good internal financial and management controls are in place
- regularly identify and review any major risks to which the AMA is exposed and ensure systems to manage those risks are in place

3.3 *Leadership duties:*

- to give direction to the association's executive director and senior management team, setting and safeguarding the vision, mission, and values of the organisation
- all board members take care to understand the vision and mission and can outline the business plan for delivery of this
- to influence, guide and sign off on long-term strategy and business planning developed with the executive director and the senior management team,
- to monitor performance in line with this, providing support and motivation
- to ensure delegation to sub-groups works effectively and the use of delegated authority is properly supervised
- act as brand ambassadors and champions, effectively representing the AMA to its members, to potential members and key stakeholders
- listen and respond to members and other stakeholders with an interest in the AMA's work
- handle any complaints constructively, impartially and effectively (see AMA staff and member complaints policies for more information)

3.4 *Maintaining focus on purpose:*

- to ensure that the organisational purpose and vision remains relevant and operational plans support and drive this
- to ensure that the membership continues to receive appropriate benefit from the association
- work actively to keep abreast of any current issues that might affect the organisation
- to evaluate results, assessing outcomes and impact against the vision and mission

4. Principles

4.1 The AMA is a not-for-profit organisation, and while not a public body, the AMA board seeks to abide by the Nolan principles of effective governance adopted by public officeholders as a standard of good practice. In an AMA context, these principles are:

4.2 *Selflessness*

The board agree to act solely in the interests of the AMA and its agreed vision and purpose for public good.

4.3 *Integrity*

Board members must avoid placing themselves under any obligation to people or organisations that might inappropriately try to influence them in their work as a board member. Board members should not act or take decisions in order to gain financial or other material benefits for themselves, their family, friends, or organisation in which they are paid a salary or fee. They must declare and resolve any interests and relationships. All conflicts of interest are recorded annually in a register which is available on the AMA website for all members to read. A board member is expected to declare this conflict at the start of any discussion at the board meeting on that topic and will be asked to leave the room for the duration of that discussion if the other board members agree that there is a conflict.

4.4 *Objectivity*

AMA board members must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4.5 *Accountability*

Board members are accountable to the membership for their decisions and actions and must submit themselves to their scrutiny if necessary to ensure this (see AMA member complaints policy for details).

4.6 *Openness*

Board members should act and take decisions in an open and transparent manner. Information should not be withheld from the membership unless there are clear and lawful reasons for doing so. (see AMA equality plan for further information on this principle with regard to equality)

4.7 *Honesty*

AMA board members agree to be truthful within all areas of their role on the board.

4.8 Leadership

They should actively promote and robustly support the above principles and be willing to challenge poor behaviour wherever it occurs.

5. Elections

- 5.1 All fully paid up members of the AMA are eligible to stand for election to the board (see also the Equality plan for information on this). The elections are held each autumn in time for announcement of the successful candidates at the AGM. Those standing need a proposer and a seconder, both of whom must also be fully paid up AMA members.
- 5.2 The nomination details and a short manifesto from each candidate are collated by the AMA and added to a members-only page of the website. All paid up AMA members are sent an email with a unique password to access this information and to place their vote. Members have as many votes as there are spaces on the board (usually three).
- 5.3 All those standing for election are informed of their result (good news or bad) within a couple of days of the vote closing and before details are released to the membership at the AGM.
- 5.4 New board members will be sent a board induction pack and will be invited to meet with (or have an extended phone conversation with) the AMA executive director prior to their first board meeting to help familiarise themselves with current board discussions.
- 5.5 The board of directors may from time to time appoint any member of the AMA as a board member, either to fill a vacancy which arises during the year or by way of addition to the board (up to a maximum of 11 people). Anyone appointed in this way will remain a board member only until the next Annual General Meeting, but he or she shall then be eligible for re-election.
- 5.6 You have to be a fully paid up member of the AMA to be eligible to hold office as a member of the board.

6. Chair and Vice Chair

- 6.1 The board elects a Chair who presides at all meetings of the board and a Vice Chair who steps in during their absence. The Chair and Vice Chair also Chair keynote sessions at the AMA conference (two each) and day events such as the Digital Marketing Day (incorporating the AGM).
- 6.2 The board are able to determine the period of time that the Chair and Vice Chair are able to hold office. This has currently been agreed as a three year term in line with the board elections.
- 6.3 Those re-elected to the board may also be re-elected as Chair or Vice Chair following a board member vote. All board are eligible to put themselves forward for these roles. The vote is confidential and takes place by email, administered by the Executive Director. All board members are eligible to vote.

6.4 If no Chair and / or Vice Chair is elected, or if at any meeting the Chair and Vice Chair are not present within five minutes after the time appointed for holding the meeting, the members of the board present shall choose one of their number to be Chair of that meeting.

7. Secretary

7.1 The Secretary for the AMA board is officially reported as the Vice Chair who oversees this activity and signs key documents. The board can appoint and pay someone to deliver the tasks required of the Secretary. This is currently split between our freelance Finance Manager who files reports with Companies House etc. and the senior management team who take minutes at meetings and prepare papers. This later role will shortly be transferred to a new position of PA to the Executive Director who will also act as a main liaison point for the board members and will ensure effective administration for the board.

8. Board meetings

8.1 The AMA board agrees to hold at least four meetings per year - usually in December, March, June and September. The March meeting coincides with the board and staff retreat and therefore takes place in Cambridge (near the AMA office). This is usually a two-day meeting with a joint staff and board meal and accommodation provided by the AMA. The other meetings usually last around five - six hours (to include lunch) and take place in a location suitable for the board (currently mostly London). Dates for board meetings are agreed a year in advance.

8.2 The quorum for meetings shall never be less than five of the elected members of the board.

8.3 Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.

8.4 On the request of a member of the board, the Secretary shall, at any time, summon an additional meeting of the board notifying all board members. The memorandum and articles of association state that a member of the board who is absent from the UK shall not be entitled to notice of a meeting.

8.5 Minutes must be made of all appointments of board members and of the proceedings of all meetings of the AMA and of the board of directors and of committees (see below) of the board of directors.

9. Subgroups

9.1 The board may delegate any of their powers to committees (or 'sub-groups') consisting of board members, staff and / or others as agreed by the board.

9.2 Sub-groups are responsible for advising on and executing activities within a specific remit (after plans for delegated powers and defined activity have been approved by the full board). The work of sub-committees is monitored by the staff.

9.3 These committees report to the board on any decisions taken as soon as possible. This is often within the Executive Directors Report at the next board meeting.

9.4 The sub-groups can't incur expenditure on behalf of the AMA except in accordance with a budget which has been approved by the board.

9.5 Sub-group meetings usually take place by phone (the AMA will organise and pay for conference calls) and there are usually no more than three calls a year depending on the group.

10. Attendance at AMA events

10.1 Board members receive a free conference delegate place in exchange for acting as hosts throughout the event. A board member would usually be 'on duty' for half the event and free to network and take part as a delegate in the other half of the event.

10.2 Board members are also encouraged to attend as many AMA events as possible, including the AGM and the annual conference.

11. Expenses

11.1 The memorandum and articles of association allow for board members to be paid all reasonable out-of-pocket (i.e. travel) expenses for board meetings (but not for conferences or events).

12. Board training

12.1 The AMA conducts a board skills audit on an annual basis and plans relevant training in line with the results of this audit. Training is agreed at a board meeting and may cover a diverse range of topics in line with the requirements of the AMA business plan for growth and development. In the past this has included training in chairing and facilitating conference sessions, reading and interpreting financial reports, understanding the legal requirements of the board, and good practice in CPD (continuous professional development).

13. Disqualification of members of the board

13.1 As per the memorandum and articles of association, a board member could be asked to leave the board if:

- a) a receiving order is made against him or her or he or she makes any arrangement or composition with his or her creditors

- b) he or she becomes of unsound mind
- c) he or she ceases to be a member of the AMA
- d) by notice in writing to the AMA he or she resigns
- e) he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986
- f) he or she is removed from office by a resolution duly passed pursuant to section 303 of the Act
- g) he or she fails without reasonable excuse to attend three consecutive meetings of the Board of Directors

13.2 It has been agreed since writing the memorandum and articles of association that board members should aim to attend all board meetings. The AMA board have agreed the following working practice agreement which any new board member needs to be able to commit to:

13.3 Board membership requires full attendance at the board retreat, all board meetings and the annual conference. If a board member misses more than two days of such meetings, within any 12-month period, they could be required to step down.

[NB "Full attendance" means being there for the whole required duration. On the basis that the agenda is always set out in advance so adequate time can be allocated to discussion of each point]

14. Rotation of members of the board

14.1 At the Annual General Meeting held each year, one-third of the members of the board (or if their number is not a multiple of three then the number nearest to one third) stand down. A retiring member of the board of directors is eligible for re-election.

14.2 Those due to stand are the board members who have been longest in office since their last election or appointment. As between members of equal seniority, the members to stand down shall in the absence of agreement be selected by lot. The length of time a member has been in office shall be computed from his or her last election or appointment.

15. Evaluating performance

15.1 The AMA board will periodically review their performance both as individuals and as a team. The method for this review will be agreed at a board meeting, but could include a questionnaire sent to all board members to carry out self-evaluation or if specific issues arise which cause the need for a deeper review, an independent review by a governance consultant.

Please see the AMA Memorandum and Articles of Association for further details.