

Board Terms of Reference

As provided by our code of governance, these Terms of Reference set out the scope and limitations of the Board and the way it will operate.

A Conduct of meetings

1. Meetings shall be called by the Chair or Secretary, ordinarily with at least two weeks' notice given to all Board Members.
2. To be quorate, there must be at least three Board members present (as per rule D.15.1) and should be two-thirds of Board members present, including one officer (Chair, Secretary, Treasurer).
3. Papers should be prepared for substantial items, and circulated at least one week in advance of the meeting.
4. Minutes from previous meetings, and of all subcommittees which the Board has not yet approved, will be included in these papers and approved, and matters arising that are not covered by the substantial agenda items shall be raised to ensure they are not missed or routinely reopened.
5. Any other business shall be a standing agenda item, but members are encouraged to raise potential agenda items with the Chair and Secretary ahead of the meeting to help the smooth functioning of meetings.
6. Meetings should be held in a fit and proper location.
7. Members should be able to attend and observe Board meetings, except where confidential items require that they are excluded.
8. The Chair, or in their absence the Secretary, and in their absence a chair nominated by the members at the meeting, shall facilitate the meeting to ensure all Board members are able to contribute.
9. Decisions should ideally be agreed by consensus, and failing that by a simple majority vote. In the event of a tied vote, the Chair shall have the deciding vote.
10. Board members should treat all discussions as confidential where the agenda item or paper indicates this, and should normally work to 'Chatham House Rules' for these discussions.

B Conflicts of interest

1. All Board members should ensure that the register of conflicts of interest, maintained by the Secretary, is up to date. Conflicts so recorded do not need to be declared at every meeting.
2. Any additional conflicts of interest relating to the business of a board meeting should be noted and recorded at the meeting.
3. Depending on the nature of the personal interest, board members may be required to leave the meeting whilst the issue is discussed and a decision made. In these circumstances members should not seek to influence other board members at any time.
4. Board members should act at all meetings in the interests of the CLT, its members and ultimately the local community.
5. Board members must ensure that their private and personal interests do not influence their decisions, and that they do not use their position of responsibility to obtain personal gain of any sort that does not apply equitably to all members of the CLT.
6. Members who do not declare conflicts of interest, particularly pecuniary (financial) conflicts, or attempt to influence other members where they have a conflict of interest, face being removed from the Board according to the provisions in Rule D9.

C Communication of Board business

1. Board meeting dates, agendas and minutes shall be published openly on our website, for the benefit of our members and the wider local community.
2. Important decisions shall be communicated by appropriate means to our members and the wider local community. These may include publication on our website, social media channels and email newsletter.
3. Where possible and appropriate, the Board shall seek the input and participation of the CLT's members and the wider local community in its decision making.
4. Board members shall assume collective responsibility for its decisions, and so far as possible communicate its decisions as a united voice.

D Membership of the Board

1. CLT members who are interested in joining the Board will be invited to provide a statement in writing or orally at a meeting setting out their skills, experience and their reasons for wanting to

join the board.

2. Co-options will be agreed by a simple majority at a quorate Board meeting.