



Board Meeting Guidelines

BEFORE THE MEETING

- Dates and Times to be diarised well in advance, with the aim that all Directors are able to attend.
- Board Packs to be succinct, but as a minimum to include an Agenda, Minutes of the last meeting, Executive and Committee Reports, Actions/Matters Arising and Strategy Reports. Packs to be circulated a week before the meeting.
- Reports to follow a set format, including a clear presentation of the decision required of the Board (near the beginning of the Report) and implications for/impact on the interests of stakeholders and to be limited to five pages in length.
- Board Packs to include a Schedule of Directors' Interests.
- Apologies for Absence to be sent to the Company Secretary in advance of the meeting.
- Board Members to read the Board Pack in full and prepare opinions/questions. If they feel essential information is missing, they should contact the Chair to discuss.
- The Company Secretary to circulate any additional information as soon as possible.

DURING THE MEETING

- Board Members to consider their Directors' Duties, in particular s172 Companies Act 2006, being to act in the way they consider, in good faith, would be most likely to promote the success of the company.
- Board Members to treat each other with respect. Only one person at a time speaks, and they keep content relevant to the Agenda item. Everyone speaks before someone (other than the Chair) speaks twice.
- The Chair may impose a requirement (on all those present) to raise a hand before being invited to speak by the Chair.
- If there are conflicts of interest, the procedure outlined in the Articles of Association or other procedural guidance should be followed. The Chair may require the individual not to speak, or to absent themselves from the meeting during relevant Agenda item(s).
- The Agenda to be followed. Additional items only to be added if they are urgent.
- The Chair to give their view after everyone else has spoken.
- The Chair to sum up at the end of each discussion, including setting out the decision of the Board.
- Boards must act collectively, as one, in decision-making. If individual Directors do not agree with the consensus decision the Chair may adjourn the meeting for further discussion. In some cases a Director may take independent legal advice and ultimately may be required to resign from the Board.
- Challenge is important to the discussion as part of the decision-making process.



Board Meeting Guidelines

AFTER THE MEETING

- Meeting confidentiality to be observed.
- Board Members to stand behind Board decisions made.
- Minutes to be drawn up by the Company Secretary and sent to the Chair for comment, then circulated to the full Board. Any comments sent to the Company Secretary to be kept to a minimum and to respect the role and qualifications of the Company Secretary.
- Actions/Matters Arising to be circulated to those assigned tasks, and others who need to know, with completion dates.
- Board Members shall supervise management in the completion of Actions/Matters Arising.
- The Company Secretary drafts the Agenda for the next Board Meeting, and sends it to the Chair for discussion.

NOTES

These are structures and conventions that apply under UK law. They are broad principles and may not be totally comprehensive. Boards should include a copy of this guidance in each Board pack.