



# The operation of the PSA board of directors

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The PSA board is responsible for the governance of the PSA and exists to enable the provision of services to all the members of the PSA.

Board positions are volunteer roles with the exception of the Chairman and the Finance Director who each receive a small stipend. The amount of, and continued justification for, this stipend is subject to annual review by the board.

Vacancies on the board will be filled by an open recruitment process advertising the vacancy, the skills required and the estimated time commitment. These will be advertised to the membership.

If no suitable candidates are available, the board may choose to select external providers for those skills. Typically, the board will invite 3 tenders for each position. Such external providers will be supervised by the chairman or their delegate.

Candidates for board positions will need to demonstrate their commitment to the PSA and their willingness to devote time to the PSA. It's likely that they will have been a Regional President although other volunteer roles may have demonstrated a similar commitment.

As each new director will become part of a working team, a candidate for a board position will require a proposer and seconder from the existing board members. Applications will be considered against the following criteria:

- ❖ Has the candidate demonstrated their commitment to the PSA in previous voluntary roles?
- ❖ Has the candidate demonstrated their commitment to the values and ethos of the PSA?
- ❖ Does the candidate have skills and expertise that the board currently requires?

- ❖ Will the candidate be a good team player, able to contribute effectively to the board?
- ❖ Will the candidate be able to operate effectively in a non-executive role?

The proposer and seconder will nominate the candidate, and the candidate will then be put before the members at the AGM, where the members will vote for their preferred candidate for election to the board

Typically, a director will serve a four-year term and can be re-elected should the membership so wish and the director is willing, although no director may serve longer than eight years.

Directors joining the Board will be taking on an area of responsibility and will be expected to contribute to the board meetings where objectives and actions are agreed. Formal board meetings take place four times a year, and directors will be expected to attend at least three a year. Attendance may be in person or remotely. Directors may also participate in additional calls and meetings with other directors and/or others in the PSA, as part of their role – these are not considered to be a substitute for attending board meetings. The directors responsible for those objectives and actions will be held to account by the rest of the board. Each board member will have the right to create teams of volunteers to achieve those objectives.

If a director (including the Chairman and FD) repeatedly fails to deliver against agreed objectives or fulfil agreed actions, they may be asked to tender their resignation.

Each board member will be expected to establish and share with other board members a succession plan so that their responsibilities can be fulfilled when the board member reaches the end of their term.

### **Board Decision Process**

The board of directors is responsible for the provision of services to all members of the PSA.

To fully consider the impact on the organisation of any proposals the proposer must submit a business case in the agreed format at least a week before the board meeting.

The board reserves the right to request additional information, reject or accept a proposal.

This process applies to any changes to the current established mode of operation and all proposers.

Most decisions will be made by a simple majority vote of the board but the following items require a majority of 75% or greater of the full board:

Capital expenditure of > £5,000

Entering into a loan or other financing arrangement

Entering into a contract where the annual expenditure exceeds £10,000

Any agreement to remunerate any board member or third party providing services not available from the membership on a volunteer basis, and any change to such agreements.