

**Guidance on Elections of the
Treasurer and Directors 2017**

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Section 1 – What to do if you are interested in joining the FAB Board

Introduction

This year, in line with our Articles of Association we have vacancies for the positions of two Directors. Following the AGM last year, the Board co-opted to fill the vacancy of Treasurer as it was not filled in the elections last year and so this stands vacant again this year.

The Treasurer and Directors are elected by FAB's members. As with last year, we will be conducting the elections before the AGM to allow members time to give due consideration to these important elections and it will also enable members who cannot attend the AGM to vote. The voting process is being managed on our behalf by the Electoral Reform Services.

The Articles of Association state that 'The Board shall be elected at an Annual General Meeting' (Clause 23.1) so we will be asking members attending the AGM to formally ratify the result of the elections of the Treasurer and Directors.

Information about the role of the Treasurer and the Director

We have prepared information about what is involved in being the Treasurer and a Director of FAB which is available in sections 2 and 3 of this guidance. These sections tell you something about the roles, the time commitment, the responsibilities and the skills that we are looking for.

Standing for election

Although the FAB Treasurer and Directors occupy their positions as individuals rather than representatives of their organisations, in order to be eligible to stand you must be 'eligible to be an authorised representative of a member' (Articles of Association Clause 23.4). This normally means a member of staff of a member organisation, but could also include people who are not employed members of staff, e.g. a governor of a full member organisation, providing that the organisation is prepared to formally confirm to FAB that the individual is able to represent their organisation in dealings with FAB.

Completing the Nomination Form

You will need to complete the appropriate Nomination Form, which can be accessed here:

- [FAB Director nomination form](#)
- [FAB Treasurer nomination form](#)

We will use the information that you supply on this form to compile a pack of information about the candidates that we will send to full FAB members along with the details on how to vote in the elections.

Candidate Details

Please give us your details as you want them to appear in the election information pack and your contact details in case we need to contact you about anything in relation to your nomination.

Statement

It is helpful for members to know a little about you when they are considering who to vote for in the elections. Please give us some information about yourself which could include:

- a brief description of the awarding body that you work for – its size, type of qualifications, etc
- a brief outline of your current role within this awarding body
- your involvement with FAB to date
- why you want to stand for election to the FAB Board and what attributes you would bring to the role

If you are standing for election as a Director you will want to consider the roles and responsibilities of a FAB Director and the skills that the FAB Board have agreed that they need to have on the Board. These are set out in the information about the role of a FAB Director (see section 3 below).

If you are standing as Treasurer please also consider the roles and responsibilities which are provided in section 2 when setting out why you are suitable for the role.

Photograph

We find that members may know each other by sight from meetings and other events but may not be able to put a name to a face. Therefore, it would be helpful if you could send a suitable photo of yourself – preferably, a head and shoulder shot. If possible please send us this as a jpeg file.

Nominators

We need you to be nominated by two FAB members/organisations.

If you want to be nominated to stand for election as **FAB Treasurer, this has to be by two members of the current FAB Board**. We have included their names below for your information. If you need help contacting any one of them, please get in touch with Karen Daws at karen.daws@awarding.org.uk.

If you want to be nominated for election as a **FAB Director then you can be nominated by any two FAB full member organisations** (not Associate members) or rather someone who can represent a FAB member. This is governed by the Articles of Association and therefore has to be someone who is 'eligible to be an authorised representative of a member'. This normally means a member of staff of a member organisation, but could also include people who are not employed members of staff, e.g. a governor of a member organisation, providing that the organisation is prepared to formally confirm to FAB that the individual is able to represent their organisation in dealings with FAB.

Please include in your form the details of the two people (they must not be from the same full member organisation) who are nominating you to stand for election. We do not require confirmation from the person nominating you, but you must confirm on the form that they are aware that their name and organisation name will be included in the information about candidates standing for election that is sent to members in advance of the AGM.

Deadline

The form must be submitted by 18 August 2017

FAB Board of Directors

Officers:

Chair: Paul Eeles
Vice Chair: Terry Fennell
Treasurer: Vacancy

Board members:

Vacancy
Vacancy
Carolyn Barker
Sarah Edmonds
Rob May
John Simpson
Carol Snape
Vida Stewart
James Stockdale

Section 2 – being the FAB Treasurer – what does it entail?

Key Functions

The role of the Treasurer is to maintain an overview of the organisation's financial affairs, ensuring its viability and that proper financial records and procedures are maintained. It is the legal responsibility of all Directors to ensure FAB's conformity with the requirements of the Companies Acts and in relation to FAB's accounts.

The Chief Executive is responsible for presenting the accounts to the Board and will be able to answer any questions that arise on the accounts.

The Treasurer signs the annual accounts on behalf of the Board of Directors and presents them to the members at the Annual General Meeting.

The Treasurer has the same roles and responsibilities as a Director of the Board, see section 3 below.

Term of Office

The Treasurer is elected for a 3 year term of office but can stand for re-election when this term of office ends. The Treasurer may hold office for 2 consecutive terms.

Time commitment

There are at least four full day (normally 11:00–15:30) formal Board meetings per year, which are usually in London.

Payment

The role of FAB Treasurer, as with all Director roles, is an unsalaried position. FAB will pay reasonable travelling and subsistence expenses if it is difficult to claim this from your own organisation.

Eligibility

In order to stand for election to the FAB Board, an individual has to be 'eligible to be an authorised representative of a member' (Articles of Association Clause 23.4). This normally means that all members of staff of member organisations are eligible to stand for election. It could also include people who are not employed members of staff, for example a governor of a member organisation, providing that organisation is prepared to formally confirm to FAB that the individual is able to represent their organisation in dealings with FAB.

Section 3 – Being a FAB Director – What does it entail?

Introduction

There is not a formal job description for the role of a FAB Director but it is worth remembering that FAB is a company and therefore has to comply with the various bits of company law. Many books cover the role of a company Director but some of the key aspects are summarised below.

The Board of Directors

The FAB Board consists of:

The Officers: Chair
Vice-Chair
Treasurer

There are also nine Directors on the Board of the Federation of Awarding Bodies.

The Officers and the Directors are elected by full member organisations of FAB at the Annual General Meeting.

The Officers and the Directors each serve a three year term of office and the Directors are elected on a revolving basis.

FAB aims to ensure that the Board includes recognised industry leadership and brings the necessary leadership to FAB and the industry. The Board has identified the skills that it believes it needs to have amongst the Officers and Directors and these are set out later in this document.

The Role

Key Functions

Board Directors have to:

- **provide governance to the organisation** – this usually takes the form of decisions about the strategic direction and policy of FAB and therefore the priorities for FAB's activity. The Board has an oversight of the running of the organisation which includes its

finances and staffing, the FAB conference and stakeholder engagement amongst other things.

- ***promote its visions and objectives*** – there are times when we ask Directors to represent FAB on external groups and to attend meetings with stakeholders including the regulators and government departments. We also hope that Board Directors will promote FAB in discussion with other awarding bodies and with stakeholders. The Board is responsible for determining the vision and objectives of FAB and therefore there is an expectation that Directors will support this in their activities on behalf of FAB.
- ***accept legal authority for FAB*** – there are areas of the Board’s decision making and responsibilities that relate to the responsibilities of Directors under company law and as are set out in our Articles of Association. These are set out below.

The Board’s key responsibilities

In line with FAB’s Articles of Association, relevant legislation and recognised expectations of company boards, the FAB Officers and Directors are responsible for:

- the setting of FAB’s objectives and the pursuit of those objectives
- setting the annual members’ subscription fee
- FAB’s compliance with Companies Act 2006
- FAB’s compliance with Employment Law.
- FAB’s compliance with Health and Safety legislation.
- conducting its business efficiently
- dealing with major strategic and policy issues
- ensuring the effectiveness of the Board’s work programme & establishing a regular work cycle
- ensuring best use of individual board member skill set through Board structure
- maintaining legal and financial awareness
- ensuring alignment of strategic objectives and planning goals
- conducting a regular review of its governance
- advising and providing input to policy making
- establishing a regular Risk Management assessment process

Term of Office

Directors are elected for a 3 year term of office, but they can stand for re-election when this term of office ends. Directors may hold office for 2 consecutive terms.

Time commitment

The key time commitment is the attendance at Board meetings. There are at least three full day (normally 11:00 – 15:30) formal Board meetings per year, usually in London and a formal Board Strategy Planning day.

Board Directors may be asked to chair FAB meetings and events

Board Directors are asked to attend meetings with key stakeholders including government departments, regulators, funding agencies as required. Some of these are regular meetings such as with Ofqual and others are occasional or one-off meetings.

The FAB team will seek the views of the Board Directors by e-mail from time to time for example for their views on draft responses to consultations. This is an important aspect of the Director role and it is expected that those elected will fulfil this responsibility in a timely manner.

Payment

The role of FAB Director is an unsalaried position. FAB will pay reasonable travelling and subsistence expenses if it is difficult to claim this from the Director's own organisation.

Eligibility

In order to stand for election to the FAB Board, a candidate has to be 'eligible to be an authorised representative of a member' (Articles of Association Clause 23.4). This normally means that all members of staff of member organisations are eligible to stand for election. It could also include people who are not employed members of staff, e.g. a governor of a member organisation, providing that the organisation is prepared to formally confirm to FAB that the individual is able to represent their organisation in dealings with FAB.

It is important to recognise that the Officers and Directors of FAB are elected in their own right not as representatives of their organisations. The composition of the Board is reviewed after each year's elections to ensure that it reflects the range of membership. In addition the Board can co-opt up to two additional members.

The FAB staff

The FAB team is comprised of 4 full time members of staff currently:

- Chief Executive
- Head of Policy
- Operations and Membership Manager
- Office and Events Manager

The FAB office is at Beaufort House, 15 St Botolph Street, London EC3A 7BB.

The team supports the Board members in carrying out their responsibilities and are always ready to answer queries from any Board member. They service the Board meetings, providing papers to set out the issues that need addressing, provide required information to support the Board's decision-making and to assist the Board in their strategic considerations.

Skills required for the FAB Board

Each year the FAB Board reviews the skills of those individuals who have been elected to the Board in order to ensure that we have the range of skills needed on the Board. This year we are particularly looking for Board members with skills in marketing and ICT strategy.

In addition the Board agreed that Board members need to:

- include recognised industry leadership
- bring the necessary leadership to FAB and the industry
- be able to provide leadership for FAB and the awarding industry
- The Board conducts an annual self-assessment of the extent to which it has these skills and attributes on the Board and their performance as a Board.

The Board also seeks to represent the full range of the FAB membership and we therefore welcome nominations from across the members, including the smaller awarding bodies, particularly band 1 and band 2 members as well as the devolved nations.

For further information on standing for election, please contact either:

- Karen Daws, Operations & Membership Manager on 01322 278480/karen.daws@awarding.org.uk
- Stephen Wright, FAB's Chief Executive at swight@awarding.org.uk
- Paul Eeles, FAB's Chair at fabchair@awarding.org.uk