

**Guidance on Elections of the  
Chair, Vice Chair, Treasurer and  
Directors 2016**

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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 Chair, Vice Chair and Treasurer and up to five other Director vacancies. This is because the current Chair, Vice Chair and one Director have reached the end of their term of office and changes in employment of the Treasurer and one other Director have resulted in them standing down from the Board. The number of Director vacancies available to be filled will depend on the Officer election results and we will fill the spaces according to the number of votes received. This is to ensure that the Board will run at full strength immediately following the AGM.

The Chair, Vice Chair and Treasurer of FAB and its Directors are elected by FAB's members. As with last year, this 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 full members attending the AGM to formally ratify the result of the elections of the Chair, Vice Chair, Treasurer and Directors.

### Information about the role of the Chair, Vice Chair, Treasurer and the Director

We have prepared information about what is involved in being the Chair, Vice Chair, Treasurer and a Director of FAB which is available in sections 2, 3, 4 and 5 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 Chair, Vice Chair, Treasurer and Directors of FAB occupy their positions as individuals rather than representatives of their organisations, in order to be eligible to stand as 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 full 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 Chair, Vice Chair or 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 give us 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 5 below).

If you are standing as Chair, Vice Chair or Treasurer please also consider the roles and responsibilities which are provided in sections 2 and 3 and 4 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 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 Chair, Vice Chair or 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](mailto:karen.daws@awarding.org.uk).

If you want to be nominated for election as a **FAB Director then you can be nominated by any of the FAB full members** (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 full 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.

Please include in your form the details of the two people 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 noon on 19 August 2016

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**FAB Board of Directors****Officers:**

Chair: Vacancy  
Vice Chair: Vacancy  
Treasurer: Vacancy

(The current Chair, Fiona Ballantine Dykes and Vice Chair, David Grailey both reach the end of their term of office in October 2016.)

**Board members:**

Vacancy  
Vacancy  
Carolyn Barker  
Martin Chisholm  
Paul Eeles  
Terry Fennell  
John Simpson  
Carol Snape  
Linda Wyatt

## Section 2 – Being the FAB Chair – What does it entail?

**Introduction**

There is not a formal job description for the role of the FAB Chair 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 the Chair of a company and that of a company Director but we have summarised some of the key aspects below.

We have also prepared some information about the role and responsibilities of the FAB Board members which you may also find useful. You can read this in Section 5 of this document.

**The Role****Key Functions**

The Chair provides leadership for FAB - the members, the FAB Board and the FAB staff.

The key functions are to:

- **Represent FAB externally** - this can take a number of different forms from acting as a spokesperson to the press, leading FAB meetings with stakeholders which includes occasional meetings with government ministers and/or senior civil servants,

discussing and agreeing a FAB stance on a new initiative with the Chief Executive and/or the Board, as appropriate.

- **Provide leadership of the FAB membership** - the Chair needs to understand the range of views and concerns of the FAB membership on the key issues affecting the awarding industry. It is important that the members feel confident that the FAB Chair reflects the full range of the members in the dealings with stakeholders.
- **Provide leadership of the Board** – this primarily involves chairing the meetings of the Board so that it makes the necessary decisions in an effective way. This relates to the determination of the strategic direction of FAB, the priorities for activity and support to the members, the Board’s responsibilities under company law and as set out in the Articles of Association and the general running of the organisation including matters relating to the finances and the staffing of the organisation. When necessary the Chair will be asked to make an executive decision on behalf of the Board.
- **Act as manager to the Chief Executive** – the FAB Board is clear that the organisation is managed day-to-day by the Chief Executive who in turn formally reports to the Chair. The Chair must be in regular dialogue with the Chief Executive and provide support and guidance on both internal and external facing matters including staffing matters.

It is important to recognise that the Chair is elected in his/her own right not as a representative of their employing organisation.

### **Term of Office**

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

### **Time commitment**

The key time commitment is the chairing of the 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.

The Chair has regular meetings with the Chief Executive either in person or by phone, usually at least once a month. There will be periodic e-mail discussions between these meetings.

The Chair will normally attend key meetings with major stakeholders particularly with government ministers, Ofqual and SFA. They will also attend meetings with stakeholders with other Board members, usually leading the FAB presence. There are some committees and groups, such as ministerial groups, where the normal expectation is that FAB is represented by the Chair.

### **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 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 the FAB Vice Chair – What does it entail?**

### **Key Functions**

The Vice Chair deputises for the Chair in the leadership for FAB - the members, the FAB Board and the FAB staff. This might include attending meetings with external stakeholders on behalf of the Chair and FAB and deputising in chairing meetings of the FAB Board and other meetings. The Vice-Chair with the Treasurer can be called on to support the Chair in decision making and policy development for FAB between meetings of the FAB Board. It is important to recognise that the Vice Chair is elected in his/her own right not as a representative of their employing organisation.

We have also prepared some information about the role and responsibilities of the FAB Directors which you may also find useful. You can read this in Section 5 of this document.

### **Term of Office**

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

### **Time commitment**

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. In the absence of the Chair, the Vice Chair will normally chair these meetings.

There may also be instances where the Vice Chair will be asked to attend key meetings with major stakeholders particularly with government ministers and Ofqual with, or on behalf of the FAB Chair and FAB.

### **Payment**

The role of FAB Vice Chair, 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 4 – 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 5 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 three full day (normally 11:00–15:30) formal Board meetings per year, usually in London and a formal Board Strategy Planning day.

### **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 5 – 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 so that the terms of office of three Directors come to an end at each AGM.

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. Having done this in advance of the elections this year, we are particularly looking for Board members with financial management (and budget setting) and campaigning and lobbying expertise.

### 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.

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

- Karen Daws, Operations & Membership Manager on 01322 278480/[karen.daws@awarding.org.uk](mailto:karen.daws@awarding.org.uk)
- Stephen Wright, FAB's Chief Executive at [swight@awarding.org.uk](mailto:swight@awarding.org.uk)
- Fiona Ballantine Dykes, FAB's Chair at [fabchair@awarding.org.uk](mailto:fabchair@awarding.org.uk)