



Board and Committee Member Conduct Issues Policy			
Last Reviewed	March 2023	Next Review	January 2026
Responsible Officer	Company Secretary		

Policy Statement: The Board has the power under the Association's Rules to remove a Board or Committee Member by a resolution of at least two thirds of all the other Board Members.

The Board is ultimately responsible for the Association, especially in regard to all governance issues. Good governance can on occasion be undermined by an individual Board or Committee Member and removal of an individual/s is an essential sanction.

Before exercising its power under the Rules to remove a Board or Committee Member, **the Board shall** follow the following procedure (to the extent that it is applicable):

- The Chair (or either in his or her absence or where the issue concerns the Chair, then the Vice-Chair) will be notified that there is an issue concerning a Board or Committee Member.

This will usually be because of a breach of the Code of Conduct or some other act or omission which is not in keeping with the individual's holding office as a Board or Committee Member. (If the issue concerns both the Board Chair and Vice-Chair, or it is not felt appropriate for some other reason to notify one of these individuals in the first instance, the Company Secretary will be notified.)

- An agenda item will be included for the next Board meeting (which may be a special Board meeting called for this purpose) to discuss whether or not there is a case to answer, and if so, to authorise the procedure to be followed.

It will normally be appropriate to exclude the Board or Committee Member from this part of the meeting, but it will be made clear that the Board or Committee Member will be given a chance to respond at a later date. The Board may suspend the Board or Committee Member from Board or Committee membership for such time until the conclusion of the investigation as it believes this to be in the interests of the Association and/or of the individual concerned. Such a suspension would require a resolution of at least two thirds of all the other Board Members.

- A sub-committee will be established with terms of reference agreed by the Board as to how the issue is to be dealt with.

- A senior officer of Freebridge or an independent third party will be delegated the task of investigating the facts.
- The sub-committee will consider the facts, and any submission made by the Board or Committee Member.

It is expected that the sub-committee should meet within 20 working days of the Board meeting (or special Board meeting) referred to above. In particular, at this stage the Board or Committee Member should receive notice of all accusations made and where practicable the sources of these accusations.

- The sub-committee will make a recommendation to the Board.

This could be a simple warning or requirement for an apology, or a recommendation for removal from the Board or Committee. The Board expects that if a recommendation for removal from the Board or Committee is made then the Board or Committee Member concerned will resign.

Examples of conduct that could result in a recommendation for removal include, but are not exclusively limited to, serious acts of dishonesty or deception, bullying or harassment, withholding information or providing misleading information about interests, conduct that could bring the Association into disrepute, and failure to observe confidentiality either in relation to the Association's business affairs or in matters concerning individuals.

- The Board will consider any recommendation, and any submission made by the Board or Committee Member.

The Board or Committee Member will be entitled to attend and speak at that Board meeting.

- The Board meeting will then be closed, and the Board or Committee Member asked to leave at that point. The Board will then decide whether to remove the Board or Committee Member.

The Rules require at least two thirds of the other Board Members to agree.

- If the Board or Committee Member is to be removed, they will then receive the notice together with reasons for their removal and the Secretary will update the statutory books accordingly.