

Section IV – Election of Council Members to Trustee Board

Original	Revised
<p>1. Eligibility</p> <p>All Council Members who are BCS Professional Members¹ in good standing² and who are not ex-officio members³ of the Trustee Board, are eligible for election to the Trustee Board, except for:</p> <p style="padding-left: 40px;">Former Presidents who have just completed their period of service as an ex officio member on Trustee Board – they are eligible one year after their period of service as an ex officio member.</p> <p style="padding-left: 40px;">Elected members of Trustee Board who have served for six continuous years on Trustee Board – they are eligible one year after their period of such six continuous years.</p> <p style="padding-left: 40px;">Salaried staff of the Institute.</p> <p>Trustees may not receive any remuneration from the Institute, apart from reimbursement for reasonable travel and subsistence expenses. Trustees who are also examiners, however, may receive fees paid to him/her as a BCS examiner.</p> <p>2. About being a trustee</p> <p>2.1 Trustee Board meets approximately 6-8 times a year, and holds additional meetings electronically. Trustee Board manages the business of the Institute and, subject to the Institute's governing documents, has sole control in all matters relating to the management and organisation of the Institute.</p>	<p style="background-color: yellow;"><i>One Council seat on Trustee Board is reserved for, and elected as, Chair of Council – see Regulation VII.</i></p> <p style="background-color: yellow;"><i>This Regulation applies to the other four seats on Trustee Board.</i></p> <p>1. Eligibility</p> <p>All Council Members who are BCS Professional Members¹ in good standing² and who are not ex-officio members³ of the Trustee Board, are eligible for election to the Trustee Board, except for:</p> <p style="padding-left: 40px;">Former Presidents who have just completed their period of service as an ex officio member on Trustee Board – they are eligible one year after their period of service as an ex officio member.</p> <p style="padding-left: 40px;">Elected members of Trustee Board who have served for six continuous years on Trustee Board – they are eligible one year after their period of such six continuous years.</p> <p style="padding-left: 40px;">Salaried staff of the Institute.</p> <p>(Now in para 4.4)</p> <p>(Now in para 4.1 onwards)</p>

¹ Professional Members are the Fellows, Distinguished Fellows, Honorary Fellows and Members

² In good standing means Members who a) do not owe Membership subscriptions or other fees to BCS and b) are not subject to investigation under BCS Disciplinary Regulations

³ Ex-officio members of Trustee Board are the Honorary Officers (President, Deputy President, Vice-Presidents) and the immediate past President.

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~~2.2 — BCS trustees are in law the equivalent of company directors as well as charity trustees. Bye-law 42 states that “Members of the Trustee Board shall act in good faith and honesty and exercise their skill and judgement with care and in accordance with their legal responsibilities and fiduciary duties. They shall at all times act in accordance with the Trustee Code of Conduct”.~~

~~2.3 — BCS trustees are also bound by the Conflict of Interests Policy for BCS Trustees.~~

3. Term of office and cessation of office

3.1 Elected Trustee Board members assume office at the first Trustee Board meeting following their election. The term of office is three years and is dependent upon remaining a member of the Council.

~~3.2 — Bye-law 43 (d) states that:~~

~~— A member of the Trustee Board shall vacate office immediately if:~~

- ~~(i) — such member ceases to be a Professional Member of the Society;~~
- ~~(ii) — such member resigns by notice in writing to the Chief Executive;~~
- ~~(iii) — such member becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1959 or the corresponding provision of any Act replacing it;~~
- ~~(iv) — the Trustee Board resolve that such member has been guilty of dishonourable or unprofessional conduct or a breach of the regulations of the Society;~~
- ~~(v) — in relation to such member a receiving order in bankruptcy is made or any arrangement or composition with creditors;~~
- ~~(vi) — such member shall have been absent from three consecutive meetings of the Trustee Board (otherwise than through illness or other reasonable cause) and the Trustee Board shall resolve that such member be removed from membership of the Trustee Board;~~
- ~~(vii) — the Trustee Board shall uphold a complaint of breach of the Trustee Code of Conduct by such member;~~
- ~~(viii) — the members in General Meeting resolve by a simple majority that such member be removed from membership of the Trustee Board; or~~

2. Term of office and cessation of office

Elected Trustee Board members assume office at the first Trustee Board meeting following their election. The term of office is three years and is dependent upon remaining a member of the Council.

(Now in para 4.1 onwards)

~~(ix) — the period of continuous membership of such member elected to the Trustee Board exceeds six years.~~

4. Process for election

4.1 Elections to fill Trustee Board vacancies shall be held at the first meeting of Council following an Annual General Meeting (Members' Regulation 2.3).

4.2 Casual vacancies among elected members of the Trustee Board shall be filled by the candidate who failed to be elected at the most recent election but who secured the next highest number of votes in that election, if any, otherwise they will be filled at the next election (Bye-law 44 (b)).

4.3 Soon after the AGM, the Registrar staff will invite all of those current and future Council members who will be eligible at the election meeting to put themselves forward for election by Council. The Registrar staff will provide relevant information such as a list of those who will be Council members at the election meeting and their terms of office, eligibility details, schedule of planned Trustee Board meetings etc.

4.4 Candidates for election require a proposer and seconder **to nominate them**, both being current elected members of Council. ~~Proposers and seconders may propose or second the nomination of more than one candidate up to the number (but not exceeding) the number of vacancies.~~

4.5 Canvassing, if undertaken at all, should be appropriate and in moderation with due regard for the privacy of other Council members ~~including those who have been elected as Council members but who have not yet started their term of office.~~

4.6 Candidates for election must complete the nomination form for election to Trustee Board, in accordance with guidance issued by the Registrar from time to time. ~~This includes an election statement no longer than 200 words, together with the names of their proposer and seconder, and a declaration of willingness to act as a trustee of the Institute.~~

4.7 The Registrar will place candidates' nomination details on the Council secure area of the Institute's website, as soon as possible after receipt, as well as provide them in hard copy to Council at the election

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3.3 After the AGM, the Registrar shall invite all of those current and incoming Council members who will be eligible at the election meeting to put themselves forward for election by Council, **stating the closing date**. The Registrar **shall** provide relevant information such as a list of those who will be Council members at the election meeting and their terms of office, eligibility details, schedule of planned Trustee Board meetings etc.

3.4 Candidates for election require a proposer and seconder, both being current elected members of Council. **Proposers and seconders may not have their names on more candidate's nomination forms than there are vacancies.**

3.5 Canvassing, if undertaken at all, should be appropriate and in moderation with due regard for the privacy of other Council members.

3.6 Candidates for election must complete the nomination form for election to Trustee Board, in accordance with guidance issued by the Registrar from time to time.

3.7 The Registrar shall place candidates' nomination details on the Council secure area of the Institute's website, as soon as possible after **close of nominations**, as well as provide them in hard copy to Council at

meeting.

4.8 ~~The Registrar will receive candidates' nominations up to a given date.~~

4.9 A secret ballot will take place at the election meeting (the first meeting of Council after the AGM) whether or not there are more nominations than existing vacancies. Ex-officio members of Council are not entitled to vote.

4.10 If there are ~~existing~~ significantly more nominations than existing vacancies the votes will be counted using the single transferable vote method of election.

4.11 Council members must attend the election meeting in order to vote.

2. About being a trustee

2.1 Trustee Board meets approximately 6-8 times a year, and holds additional meetings electronically. Trustee Board manages the business of the Institute and, subject to the Institute's governing documents, has sole control in all matters relating to the management and organisation of the Institute.

2.2 BCS trustees are in law the equivalent of company directors as well as charity trustees. Bye-law 42 states that "Members of the Trustee Board shall act in good faith and honesty and exercise their skill and judgement with care and in accordance with their legal responsibilities and fiduciary duties. They shall at all times act in accordance with the Trustee Code of Conduct".

2.3 BCS trustees are also bound by the Conflict of Interests Policy for BCS Trustees. (Excerpt from para 1)

Trustees may not receive any remuneration from the Institute, apart from reimbursement for reasonable travel and subsistence expenses. Trustees who are also examiners, however, may receive fees paid to him/her as a BCS examiner.

3.2 Bye-law 43 (d) states that:

A member of the Trustee Board shall vacate office immediately if:

- (i) such member ceases to be a Professional Member of the Society;
- (ii) such member resigns by notice in writing to the Chief Executive;
- (iii) such member becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1959 or the

the election meeting.

3.8 A secret ballot shall take place at the election meeting (the first meeting of Council after the AGM) whether or not there are more nominations than existing vacancies. Ex-officio members of Council are not entitled to vote.

3.9 If there are more nominations than vacancies the votes shall be counted using the single transferable vote method of election.

3.10 Council members must attend, **physically or remotely**, the election meeting in order to vote.

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corresponding provision of any Act replacing it;

(iv) the Trustee Board resolve that such member has been guilty of dishonourable or unprofessional conduct or a breach of the regulations of the Society;

(v) in relation to such member a receiving order in bankruptcy is made or any arrangement or composition with creditors;

(vi) such member shall have been absent from three consecutive meetings of the Trustee Board (otherwise than through illness or other reasonable cause) and the Trustee Board shall resolve that such member be removed from membership of the Trustee Board;

(vii) the Trustee Board shall uphold a complaint of breach of the Trustee Code of Conduct by such member;

(viii) the members in General Meeting resolve by a simple majority that such member be removed from membership of the Trustee Board; or

(ix) the period of continuous membership of such member elected to the Trustee Board exceeds six years.

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