

## **Protocol for Co-option of External Members to the Bridge House Estates Board and its Sub-committees**

**Purpose:** The Bridge House Estates Board's ("BHE Board") Terms of Reference allow for the appointment of external co-opted members to the Board to support and enhance the skills, knowledge and experience of the Board and its sub-committees. This Protocol sets out the process of appointment for co-opted members to the BHE Board and its sub-committees.

### **Appointment Process**

1. Co-opted members of the BHE Board will be appointed by the Court of Common Council upon the recommendation of the BHE Board. The Board will be responsible for conducting the recruitment in accordance with a transparent process for making appointments which, upon the BHE Board's recommendation, has been approved by the Court ("this Protocol").
2. The BHE Board has the authority to appoint co-opted members to its sub-committees, but this must be done in accordance with this Protocol.
3. All appointments shall be made having regard to the skills, knowledge and experience required for the proper discharge of the trustee functions delegated to the BHE Board (and its sub-committees).
4. Whilst being conscious of the skills, knowledge and experience required as provided under paragraph 3, Members should also consider the diversity<sup>1</sup> of the Board and its sub-committees in taking those decisions. The Board should seek to introduce new and talented people from diverse backgrounds who could contribute to the work of the Board and its sub-committees, and who authentically reflect those who are served by, and benefit from, the charity.
5. The recruitment process of co-opted members will be as follows:
  - a. External co-opted positions for either the BHE Board and/ or its sub-committees will be advertised and recruited to in a fair and consistent manner. Applications may be sought by open advertisement or by invitation.
  - b. An assessment of applications will be carried out by the Managing Director of BHE in consultation with the Chair and Deputy Chair of the BHE Board and/ or the Chair and Deputy Chairs of the relevant sub-committees (as relevant to the appointment) to produce a shortlist of candidates.
  - c. An interview of short-listed candidates will then be held before a panel of the Managing Director of BHE, and the Chair and Deputy Chair of the BHE Board (or alternatively any other Member of the Board, or any sub-committee, who may be appointed by the Board in their place).

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<sup>1</sup> "Diversity" in this context is intended to encompass various persons having the protected characteristics as defined under the Equalities Act 2010. This reflects both good practice in the charity sector and the City Corporation's own practices which are considered in this case to be in the charity's best interest to adopt.

- d. A candidate supported by the panel for appointment will then be recommended to the BHE Board who will consider, as relevant, (i) whether to appoint the candidate to a sub-committee of the Board; or (ii) to recommend the candidate to the Court for appointment to the BHE Board.

### **Terms of Appointment**

6. Co-opted external members will be appointed for the length of term advertised for each appointment. Appointments will normally be made on a staggered basis to ensure continuity in the discharge of the Board's and/ or its sub-committees' business over the medium term. Any person appointed to the Board may only serve for a maximum of two consecutive terms.

### **Voting Rights**

7. Co-opted members of the BHE Board and its sub-committees will have full voting rights.

### **Conflicts of Interest & Disqualification**

8. All external co-opted members must fulfil the legal requirements for eligibility to serve as individual charity trustees.
9. Once appointed all external co-opted members must manage conflicts of interests in accordance with the charity's governing documents and any relevant policy for managing conflicts of interests which has been adopted for the charity. Further, all external co-opted members are required to respect the confidentiality of all confidential information shared with them as a consequence of their appointment to the BHE Board and/or its sub-committees.
10. Having regard to paragraph 9, the following persons will be ineligible to serve as external co-opted Members:
  - a. past elected Members of the Court of Common Council or former City Corporation officer/employees;
  - b. close friends or relatives of any elected Member or City Corporation officer/employee;
  - c. any director, trustee, officer or employee of an organisation with which the City Corporation as trustee of Bridge House Estates has a business relationship as principal/client, investor/investee or grantor/grantee.

### **Review**

11. Should the Board recommend any changes to this Protocol, they will be referred to the Court for consideration and approval.

*Approved by the Bridge House Estates Board on: 14 July 2021*

*Approved by the Court of Common Council on: 9 September 2021*