



STANDING ORDERS

Purpose

1. The Community Foundation's Articles of Association give the Board power to make certain rules for the proper conduct and management of the company and for the purposes of prescribing conditions of Membership, so long as they are consistent with the governing document and allow members the power to alter or repeal such rules at a General Meeting.
2. The purpose of these standing orders is to set out, for operational purposes, the rules adopted by the Board which cover:
 - admission of Members;
 - eligibility for election, nomination and co-option of trustee Directors;
 - the process for elections;
 - the conditions of Board membership and
 - arrangements for co-opting people other than trustees to Board committees.
3. Unless the context requires otherwise, the definitions and rules of interpretation set out in the Articles shall apply to these rules.

Admission of Members

4. Articles 6 to 13 govern the admission of Members. In particular, under Article 9, the Board has the power to prescribe criteria for Membership, may in its absolute discretion decline any application for Membership and need not give reasons for so doing, and the Board may decide into which Membership Group a Member is admitted. For operational purposes Members will be admitted into the four Groups set out at Article 8 as follows:
5. **Group A:** will be any not-for-private-profit body with charitable purposes or which exists for community benefit including:
 - registered charities, voluntary and community organisations
 - mutuals, co-operatives, industrial and provident/friendly societies and credit unions
 - universities
 - further education, sixth form and technical colleges
 - independent, academy, free and studio schools
 - churches
 - community interest companies
6. **Group B:** will be individuals who must be over 18 years of age including those who have been co-opted to the Board and who are not already members.
7. **Group C:** will be bodies with statutory duties and powers including:

- Local authorities and parish/town councils
- Government agencies, non-departmental public bodies and ‘quangos’
- Publicly controlled corporations and arms-length management organisations
- NHS trusts and clinical commissioning groups
- Office of the Police and Crime Commissioner and the police force
- Fire and rescue authorities

8. **Group D:** will be for-profit, privately-owned companies and partnerships.
9. In line with the Articles, subscriptions payable by each Group will be set by Members at a General Meeting on a motion from the Board.
10. The Board will offer Membership in the relevant Group to those individuals/families and organisations who set up named funds. We will also offer annual or lifetime Membership to donors who make other gifts at a level at least commensurate to the respective Membership subscriptions rates at the time.
11. Individual lifetime Membership will be offered to each person in a couple or Group that sets up a fund, subject to the fund size being equal to the respective Membership subscription at the time. Each person will need to accept Membership in their own right.
12. We will offer lifetime individual Membership to the first-generation successor advisors to fund but the successor will need to accept Membership in their own right.

Eligibility for nomination for election/appointment/co-option to the Board

13. The size and composition of the Board is governed by Article 43, which sets out a minimum number of Directors from each Group of Members. This circumscribes who may be eligible for nomination as a Director. A person must also be at least 16 years old and not be disqualified (if appointed) under Article 68.
14. For **Groups A, B and D**, where the nomination is from an organisation the nominee should be an individual (who may be at any stage in their career) in a management or leadership role (including trustees and non-executive Directors).
15. In **Group C**, the Board would expect the nominee to be a paid official in a management or leadership role. Normally, the chief executives of the Tyne & Wear and Northumberland local authorities will be asked to nominate to one of the two places, with the other to be from another public body in this Group by invitation from the Board.
16. The Articles allow the Board to **co-opt** up to five additional Directors who need not be from among existing members. The Board may offer membership in Group B to such Directors for the period they serve on the Board if they are not already members. When exercising its power of co-option, the Board will pay due regard to ensuring that, so far as possible, the Board reflects the Foundation’s area of benefit.
17. The Board is able to encourage nominations of individuals with particular knowledge, skills and expertise. The Board may also positively encourage nominations in line with its Diversity, Equity and Inclusion policy especially to ensure members broadly reflect communities in the Foundation’s area of benefit in line with its diversity benchmarks.

Process for nominations and elections

18. The nomination and election of Directors is governed by Articles 45 to 49. As set out in Article 45, appointment is by a decision of the Directors. For this purpose, the Board will establish a Nominations Committee to oversee vacancies. The process is below.
19. The Nominations Committee considers any skills and experience the Board requires currently and to support succession planning, and any positive action the Board wishes to take around diversity and inclusion in promoting vacancies in line with its benchmarks.
20. In advance of that year's AGM, an information pack is published and members notified of vacancies in their Group. The pack sets out required criteria around eligibility and skills, alongside any positive promotion around diversity, and how to make a nomination.
21. In Group B, individual Members may nominate themselves; in Groups A, C and D nomination should be by the person's Member organisation. Individuals and organisations may also be nominated by other Members in their Group, but the person nominated must be willing and able to stand. Nominations must be seconded by another Member in the same category – this can be on the nomination form itself or sent separately in writing or by email by the nomination closing date. Lists of Members in each Group are made available to nominators. The nomination form requires a supporting statement setting out how the person nominated meets any criteria which must be fair and accurate.
22. Nominations are reviewed by the Nominations Committee to ensure nominees are eligible, able and willing to serve. If there are no eligible nominations for a vacancy, the Nominations Committee will recommend to the Board that it remains as a casual vacancy after the AGM. The Board may then fill the casual vacancy by co-option, until the following year's AGM, in line with Article 49.
23. If there are one or more eligible nominees for a vacancy, the Nominations Committee will consider whether candidates meet the other recruitment criteria. This may involve an interview. Following this process, if there is one suitable nominee for a vacancy, the Nominations Committee will recommend their appointment to the Board. If the Nominations Committee agrees that there are more suitable nominees than vacancies in a particular Group, there is an election as follows:
 - The Chief Executive or in their absence one of their deputies, is the returning officer.
 - Ballot papers are sent to Members in the respective Group showing the number of vacancies to be filled and the names of candidates in alphabetical order by last name. With the ballot paper Members are sent the candidates' personal statements, and the details of the nominator and seconder.
 - Each Member may vote for as many candidates as there are vacancies by marking a cross on the ballot paper i.e. if there are two vacancies each Member may vote for up to two candidates. Those with the highest numbers of votes are duly elected until all vacancies are filled. In the event of a tie there is a run-off election.
24. The retirement of Directors and terms of office are governed by Articles 46 to 48.

Co-optees to committees of the Board

25. The Articles allow the Board to establish committees and delegate powers to them as it sees fit. The Board sets terms of reference for its committees and sets out delegated powers in its scheme of delegation.
26. The Board may co-opt people with particular expertise who are not trustees to serve on its committees, subject always to trustees being in the majority. There is a separate written description of the role and responsibilities of such co-opted committee members.
27. Unless otherwise agreed by the Board, co-opted members of committees and advisory groups may be appointed to serve for up to a maximum of three 3-year terms i.e. a consecutive period of nine years.

Communication and review

28. Communications by the company are governed by the Companies Act 2006.
29. The Board will ensure that a copy of these standing orders is made available to every Member of the Community Foundation.
30. The Board will review the standing orders from time to time. If they are amended, Members will be notified of any changes.
31. The Board will make provision at the Annual General Meeting for discussion and if necessary alteration or repeal of the standing orders if requested to do so by a Member following notice of the meeting.

Date originally approved by Board	March 2015
This version	2023 6.0
Date this version approved by Board	20 September 2023
Date last updated	November 2021
Reason for update	Terms of office for trustees and co-optees
Next review due	September 2026
Owner	Rob Williamson
Job title	Chief Executive
Related procedures if applicable	Articles Committee terms of reference Scheme of delegation Trustee and co-optees role and remit