

Appointment and Election Processes

1. Purpose

This policy sets out the procedures for the nomination, election, appointment, reappointment, retirement and succession of Directors, Officers of the Club and members of the Advisory Group.

The policy is intended to promote transparency, fairness, accountability, continuity and good governance while ensuring that appointments are made in the best interests of Sussex Yacht Club and its members.

2. Election of Directors

2.1 Principles

The Members elect the Directors of the Company.

Directors are elected on the basis of their ability to contribute to the governance, stewardship and long-term success of the Club.

Candidates stand for election as Directors and not for specific Officer positions.

2.2 Board Skills Requirements

Prior to each election cycle, the Board may publish guidance identifying particular skills, experience or attributes that would assist the Board in fulfilling its responsibilities.

Such guidance may include, but shall not be limited to:

- governance;
- finance;
- legal matters;
- risk management;
- operations;
- property and facilities;
- commercial activities;
- communications and marketing;
- sporting or sailing expertise.

This guidance is advisory only and does not limit the eligibility of any candidate.

2.3 Nominations

Eligible members may be nominated in accordance with the Articles and any published nomination procedures.

Candidates shall provide a supporting statement setting out their relevant experience, skills and commitment to the Club.

2.4 Uncontested Elections

Where the number of valid nominations does not exceed the number of vacancies, the nominated candidates shall be declared elected at the Annual General Meeting.

2.5 Contested Elections

Where the number of valid nominations exceeds the number of vacancies, an election shall be conducted.

The election shall be determined by a ballot of eligible Members conducted in accordance with procedures approved by the Board and published by the Company.

The candidates receiving the highest number of valid votes shall be elected until all vacancies have been filled.

3. Election and Appointment of Officers

3.1 Officer Appointments

Following each Annual General Meeting, the Directors shall appoint from amongst their number:

- the Commodore;
- the Vice Commodore;
- the Rear Commodores; and
- any other Officers considered necessary by the Board.

No Officer shall be appointed unless they are a serving Director.

3.2 Appointment Process

At the first Board meeting following the Annual General Meeting:

1. Nominations shall be invited.
2. Directors may nominate themselves or another Director.
3. If only one nomination is received for an office, the nominee shall be declared appointed.
4. If more than one nomination is received, the appointment shall be determined by secret ballot of the Directors.
5. The candidate receiving the most votes shall be appointed.

The process shall be repeated for each office.

3.3 Annual Review

Officer appointments shall be reviewed annually following the AGM and may be renewed, varied or reallocated by the Board.

4. Appointment of Advisory Group Members

4.1 Purpose

Appointments to the Advisory Group shall support the Group's advisory and consultative role and ensure an appropriate balance of skills, experience and member perspectives.

4.2 Open Expression of Interest

Vacancies shall normally be advertised to all Members through an open expression of interest process.

Applicants shall be invited to provide information regarding:

- Club involvement and experience;
 - professional expertise;
 - governance and strategic experience;
 - personal attributes relevant to the role; and
 - any other information requested by the Board.
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5. Ballots, Polls and Proxies

5.1 Ballot Papers

Where a ballot is required, official ballot papers shall contain:

- the names of all eligible candidates;
- any candidate statements approved for circulation; and
- such additional information as the Board considers appropriate.

5.2 Scrutineer

The Board shall appoint an independent Scrutineer, normally being the President, a Vice President or another suitably independent person.

The Scrutineer shall have no material conflict of interest in relation to the election.

5.3 Proxy Voting

Where permitted, ballot papers may incorporate a proxy appointment in favour of the Scrutineer for the sole purpose of recording votes in accordance with the Member's instructions.

5.4 Confidentiality

The Scrutineer shall maintain the confidentiality of all votes and shall not disclose results until authorised to do so by the Chair of the meeting.

5.5 Counting of Votes

Only validly completed ballot papers shall be counted.

Spoilt, incomplete or invalid ballot papers shall be excluded.

The decision of the Scrutineer regarding ballot validity shall be final unless the Board determines otherwise.

Advisory Group Appointments

Principles

Appointments to the Advisory Group are not elections and are made for the purpose of achieving a balanced, effective and representative advisory body capable of supporting the governance of Sussex Yacht Club.

The objective is to appoint individuals who collectively possess the skills, experience, knowledge, independence of thought and diversity of perspective necessary to fulfil the Advisory Group's responsibilities.

No applicant shall have an automatic entitlement to appointment by virtue of seniority, popularity or previous office held. Appointments shall be made in the best interests of the Club as a whole.

Nominations and Appointments Panel

The Board shall establish a Nominations and Appointments Panel whenever appointments to the Advisory Group are required.

The Panel shall normally comprise:

- The Commodore;
- One Director who is not seeking appointment to the Advisory Group;
- One independent past Officer, Vice President or suitably experienced member;
- The General Manager acting as a non-voting adviser.

The Panel may co-opt additional independent members where specialist expertise is required.

The purpose of the Panel is to:

- oversee the recruitment process;
 - assess applicants against published criteria;
 - consider member feedback;
 - evaluate the balance of skills and experience within the Advisory Group;
 - make recommendations to the Board regarding appointments.
 - The Panel shall act impartially and in accordance with published selection criteria.
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Selection Criteria

Applicants may be assessed against factors including:

- Club involvement and knowledge;
- Professional expertise;
- Governance experience;
- Strategic thinking;
- Ability to provide constructive challenge;
- Communication and listening skills;
- Independence of judgement;
- Commitment to confidentiality;
- Diversity of perspective and experience;
- The overall balance and effectiveness of the Advisory Group.

The highest scoring applicants will not necessarily be appointed where doing so would result in an imbalance of skills, experience or representation within the Advisory Group.

Board Approval of Appointments

Following assessment by the Nominations and Appointments Panel, recommendations shall be submitted to the Board.

The Board shall have regard to:

- the recommendations of the Panel;
- the published selection criteria;
- the required composition of the Advisory Group;
- the long-term interests of the Club.

The Board shall make the final appointments and its decision will be final

A summary of the process and appointments shall be communicated to Members.

Election Ballots, Polls and Proxies

Requirement for an Election

Where the number of valid nominations exceeds the number of vacancies, an election shall be held.

The election shall be conducted by ballot of eligible Members in accordance with this policy and any election timetable approved by the Board.

Where the number of valid nominations is equal to or fewer than the number of vacancies, the candidates shall be declared elected without a ballot.

Ballot Papers

Official ballot papers shall:

- contain the names of all eligible candidates;
 - contain candidate statements where provided;
 - clearly identify the number of vacancies;
 - state the method of voting;
 - include the closing date and time for return;
 - include proxy arrangements where applicable.
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Appointment of Scrutineer

The Board shall appoint an independent Scrutineer to oversee the election process.

The Scrutineer should normally be the President, a Vice President or another suitably independent person who has no financial, commercial or personal interest in the outcome of the election.

The Scrutineer's responsibilities shall include:

- receipt of ballot papers;
- validation of votes;
- counting of votes;
- determination of spoiled ballots;
- certification of results.

Proxy Voting

A Member entitled to vote may appoint a proxy in accordance with the Articles.

For Director elections, ballot papers may incorporate a proxy appointment in favour of the Scrutineer.

The proxy shall:

- act solely in accordance with the voting instructions recorded by the Member on the ballot paper;
- exercise no discretion regarding candidate selection;
- not amend, supplement or reinterpret the Member's instructions;
- maintain the confidentiality of the Member's vote.

If no voting instruction is marked on a ballot paper, the proxy appointment shall be treated as invalid for the purposes of the election.

Conduct of the Poll

Where a poll is required:

- each vacancy shall be treated as a separate position to be filled;
 - each Member may cast up to the number of votes corresponding to the number of vacancies;
 - candidates receiving the highest number of valid votes shall be elected until all vacancies are filled;
 - ballot papers containing votes in excess of the permitted number shall be treated as invalid.
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Declaration of Results

The Scrutineer shall certify the result and provide it to the Chair of the meeting.

The Chair shall formally declare the outcome to the Members.

The result declared by the Chair following certification by the Scrutineer shall be final unless material procedural irregularity is subsequently identified.