

## Protocols on Membership & Operation of Scottish Environment LINK's Board

LINK Board should comprise of up to 9 Elected Trustees, including 3 Officer-Bearers – Chair, Vice-Chair and Treasurer. Whilst these are technically not restricted to the named representatives or named deputies of member bodies our agreed practice is that Officer Bearers and most Trustees will be sought from within the pool of main rep, i.e. individuals with hands-on experience of the network. The Board can co-opt up to 2 other individuals (again not restricted to people from the member bodies) to serve on the Board to the next AGM (and beyond if re-co-opted) and can thus bridge any skills gaps of which it becomes aware.

The Board's primary role is strategic, keeping an eye on current progress in relation to longer term goals. Led by the Chair, the Board will monitor itself as a team, in relation to key roles, identifying skills needs/gaps relating to governance and promoting these when considering potential new recruits and/or co-optees. The Board is responsible for other areas remitted by the membership of LINK including legal matters and HR in relation to the staff team ensuring advice on LINK's HR policies and practice. The Board meets at least quarterly and reports to members at the AGM. Member bodies and Group Conveners and Subgroup Leaders are encouraged to be freely in touch with Trustees, and a networking meeting of Trustees, Groups, Sub groups and members takes place twice yearly, ordinarily in May and December. The Chief Officer and other Staff (as required) participate in Board meetings, contributing to these, progressing action points and keeping a record of decisions which are posted as Board Minutes on the members' website.

A further key aim of the Board is to actively encourage volunteering to the Board from amongst the network of Representatives and sometimes from further afield, and to ensure an equitable division of the responsibilities on the Board (governance, operational, ad hoc) amongst all the Board members. The Board will seek to reflect a mixture of experience of both the smaller and larger organisations involved in the network and to encourage at time of recruitment familiarity with the operations of LINK Groups and Subgroups, campaigns and other forums.

Trustees are remitted to look after the interests of LINK as a legal and charitable entity – eg as an employer, a company, a charity, a network, a maker of public statements. Trustees do not represent other organisations on the LINK Board and should feel comfortable in holding a line with and for LINK members (working groups and positions) which may differ from the position of organisations with which they are otherwise involved. See [Role of Charity trustee](#) from OSCR.

In keeping with the overall aim of equitable distribution of responsibilities all Trustees are encouraged to take part in Board subgroups; ideally trustees would opt for subgroups to which their skills are most relevant although they may be called on to participate in other areas too. A current list of subgroups is available from the Chief Officer.

The Board maintains an overview of succession planning to ensure timely identification and recruitment of office bearers, be responsible for illustrating to members (or recruitment pools) what is involved in LINK governance, what the benefits are of being involved in that, our aim of sharing responsibilities, etc. Succession planning will consider any trustee for the office of Chair (providing s/he has good experience on the Board) and will also have an eye to Vice Chair succession. It will not always be the case that the Vice Chair will later be expected to be Chair. Other candidates may be considered.

Double representation (as it might be perceived, of a member body of LINK by individuals on the Board) will be avoided in succession planning as a general rule. However, there will be times where two people in the same (usually member) organisation may be involved on the Board because of the complementary skills/expertise they bring to governance. In such cases the desirability of accommodating these within the Board will be demonstrated. Double representation within the Office Bearers will not be encouraged.

Given the complexities of funding and accounting regulations the Treasurer should continue to be a person who is accounting-trained with active current experience in handling financial admin for her/his organisation.

The President, who is not a Trustee, is encouraged to attend and take part in the Board's meetings and deliberations.

The Board can invite anyone to take part in its discussions, as observers (non-voting) at any of its meetings and those of its subgroups.

In most activities relating to the governance and particularly the administration of LINK, it is to be expected that the Board (and often a particular trustee in the case of specific areas of responsibility) will require to liaise in some detail with staff in an effort to gain full understanding of the issues in hand, in order that appropriate guidance can be proposed.