



BOARD OF DIRECTORS SELECTION, APPOINTMENT, ASSESSMENT AND ROTATION POLICY

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Purpose

- The Board of Directors of the Charity is comprised of a number of directors that, within the limits established by law and by the Charity bye-laws, is determined by a resolution of the Members of the Charity. The Members shall appoint the members of the Board of Directors, notwithstanding the Board's authority to appoint members in the event of a casual vacancy.
- This Policy is designed to lay out the framework for the selection, appointment, assessment and rotation of the Board of Directors.
- Persons proposed for appointment as members of the Board of Directors must meet the requirements set out in the Charity bye-laws and this policy, including undertaking an annual self-assessment. In particular, the directors must meet the necessary suitability requirements to hold the directorship.

Objectives

The procedures for the selection, appointment, assessment and rotation of the Board of Directors are designed to enable an adequate performance of the powers conferred by law, Charity bye-laws and the Charity's internal policies and charters, in the Charity's best interest.

To this effect, the Board of Directors shall ensure that these procedures (i) assist in the identification and onboarding of suitable candidates, reflecting the mission & needs of the Charity, its Board and committees (ii) outline the annual assessment of the effectiveness of the Board of Directors and the importance of and process to ensure a regular renewal and rotation of the members of the Board of Directors.

This Policy should be read in conjunction with and ensure cohesion with the various Board subcommittee charters.

Procedure for Selection & Appointment

The proposals for selection and appointment of directors that the Board of Directors submits to the Members are the responsibility of the Governance & Finance Committee. Said Committee will utilize this policy for the recruitment of all Board members.



The proposals should include a report explaining how the Governance & Finance Committee has assessed the competence, experience, and merits of each candidate.

The Governance & Finance Committee commits to:

- (i) advertising, publicly, the open positions on the Board and preparing an appropriate set of initial interview questions;
- (ii) evaluating the balance of skills, knowledge and expertise on the Board of Directors as well as the conditions that candidates should display to fill the vacancies arising, assessing the time dedication deemed necessary to be able to suitably perform their duties
- (iii) ensuring the Board and its committees have a suitable and diverse composition, combining individuals who have experience and knowledge of the Charity, its mission and goals and an interest in and support of the LGBTQ+ community in Bermuda.

When drawing up proposals for the appointment of directors, the Governance & Finance Committee shall consider recommendations for Board appointments made by any member of the Board of Directors.

All Board members are expected to comply with the requirements set out in the Responsibilities of a Board Member document and must execute the Board Statement of Understanding, both attached hereto as Exhibit A.

Procedure for Assessment

On an annual basis, the members of the Board of Directors will undertake a self-assessment to measure the Board's ongoing efficiency and accountability, to identify gaps between current and expected performance and to chart a course of improvement. The assessment shall be conducted by the Governance & Finance committee.

Procedure for Rotation

Periodically, the Governance & Finance Committee will review and recommend changes to the Board's structure, size, composition as well as review of the Board sub-committees.

Directors should serve an initial term of three years on the Board and may serve an additional term of up to three years. On occasion, to achieve an optimal balance of retaining the Charity's knowledge-base and operating capacity with the injection of new Board members, the Governance & Finance Committee may recommend the Board extend certain Board appointments beyond two terms.



EXHIBIT A

RESPONSIBILITIES OF A BOARD MEMBER

- Know and effectively articulate the mission, purpose, goals, policies, and programs of OUTBermuda.
- Attend at least 75% of all board meetings and committee meetings times per year. Also, aim to attend all OUTBermuda events.
- Chair and/or participate in at least one board committee.
- Commit time, thought, and effort to OUTBermuda.
- Participate in establishing and enforcing organisational policies.
- Accept responsibility for OUTBermuda's financial accountability.
- Make an annual financial contribution according to personal means.
- Participate in OUTBermuda fundraising activities in a variety of ways.
- Identify friends and associates who might be prospective donors or board members.
- Participate in hiring and periodic evaluation of OUTBermuda's Executive Director.
- Support and advise the Executive Director as appropriate.
- Participate actively in assessing OUTBermuda performance and setting its strategic goals and objectives.
- Represent OUTBermuda to the community.
- Invite OUTBermuda staff to speak at group meetings you attend — religious, professional associations, service groups.
- Avoid conflicts of interest.
- Maintain confidentiality of all OUTBermuda board meetings.



BOARD STATEMENT OF UNDERSTANDING

As a board member of OUTBermuda, I am fully committed and dedicated to the mission and have pledged to carry out this mission. I understand that my duties and responsibilities include the following:

1. I commit to an initial term of 3 years serving on the Board.
2. I am fiscally responsible, with other board members, for this organisation. I will know what our budget is and take an active part in reviewing, approving, and monitoring the budget and fundraising to meet it.
3. I am legally responsible, along with other board members, for this organisation. I am responsible to know and oversee the implementation of policies and programs.
4. I accept the bylaws and understand that I am morally responsible for the health and well-being of this organisation.
5. I will give what is for me a substantial financial donation; my best gift. I may give this as a one-time donation each year, or I may pledge to give a certain amount several times during the year.
6. I will actively engage in fundraising for this organisation in whatever ways are best suited for me. These may include individual solicitation, undertaking special events, writing mail appeals, and the like. I am making a good-faith agreement to do my best and to raise as much money as I can.
7. I will actively promote OUTBermuda, encourage and support its staff, and work in concert with the Board of Directors and any Board Committees I may join.
8. I will attend board meetings, be available for phone consultation, and serve on at least one OUTBermuda committee. If I am not able to meet my obligations as a board member, I will offer my resignation.
9. In signing this document, I understand that no quotas are being set, and that no rigid standards of measurement and achievement are being formed. Every board member is making a statement of faith about every other board member. We trust each other to carry out the above agreements to the best of our ability.

Signed: _____

Date: _____

Name: _____

Position: Director