



# Regulations for Board Elections

April 2024

## Regulations for Board Elections

This document outlines the procedure under which the Board of Directors UK shall hold elections for the appointment of new Directors.

1. These Regulations have been adopted by the Board of Directors UK and are formal, considered and transparent. They shall be kept under regular review in order to ensure that the Board retains its effectiveness at all times.
2. The purpose of these regulations is to ensure that the Board of Directors UK is elected democratically and in such a way as to ensure that the full diversity of membership is properly represented on the Board.
3. The Board of Directors UK comprises 15 board members. The Board is constituted of:
  - The Chief Executive Officer
  - The Chief Financial Officer
  - 2 independent non-executive directors
  - 1 Chair
  - 2 Vice-Chairs
  - 1 Nations and Regions representative
  - 2 representative board seats for:
    - Associate members
    - Successor members
  - 5 other elected Board members
4. Out of the 15 board seats, 11 are elected by Directors UK members. Included in these 11 seats are the Nations and Regions representative, and the representative seats for Associate and Successor members.
5. Any member of Directors UK is eligible to stand for the Board. Only Associate members can stand for the Associate Board position. Only Successor members can stand for the Successor Board position. Only Full and Distribution-Only members can stand for the other elected Board positions.

6. Candidates and the electorate for each type of post shall be as follows:

<b>Board seat</b>	<b>Candidates</b>	<b>Electorate</b>
Nations and Regions representative	Any member living or working regularly in the nations or regions outside of London and the South East	All members
Associate member representative	Any Associate member	All members
Successor member representative	Any Successor member	All members
All other board seats	Any Full or Distribution-Only member	All members

7. The Articles of Association give the Board the powers to appoint the Chair and Vice-Chairs from its elected members. This shall be done at the first Board meeting following the AGM.

8. The timetable for each election shall be determined by the Board and announced to members two months before the closing date of the ballot. The announcement shall call for nominations by a prescribed date. The election procedure is as follows:

- Call for nominations
- Nominations process closes
- Nominations are processed by independent third party and candidates are notified
- Notice of AGM and announcement of election candidates sent to all members
- Voting opens
- Voting closes
- Votes counted by independent third party
- Successful candidates notified
- Announcement of election results at the AGM

9. The term of office for each elected board member shall be three years. The term of office shall commence at the end of the AGM in the year in which the election takes place. Elected board members may only serve two successive terms on the Board. The term of office of the chair of the Board shall be two years. At the end of the term the incumbent chair shall offer themselves for re-appointment by the Board. The chair of the Board may serve a maximum of three consecutive terms of office.

10. The Board may co-opt up to two further members to the Board, at any time, to ensure that it fully represents the membership and contains the necessary range of expertise. The appointment of any co-opted board members during the year shall be approved by members at the next available AGM. Co-opted board members must

stand down and offer themselves (if they wish) for election at the next available election date.

11. Board members receive fixed remuneration in recognition of their commitment. Board members will sign a letter of appointment on joining the Board. The letter of appointment sets out the remuneration to be paid to the board member and other terms and responsibilities to be carried out. Board members should not find themselves out of pocket as a result of carrying out work as a board member.
12. The duty to promote the success of Directors UK means that each board member must devote a sufficient amount of time and effort to furthering the interests of Directors UK as a whole. The full Board of Directors UK meets five or six times a year. The full Board carries out the supervisory function as laid out in the Collective Management of Copyright (EU Directive) Regulations 2016.
13. Each nomination shall be supported by at least two Directors UK members who are eligible to vote in the board elections. Nominations received after the prescribed date shall be invalid.
14. A candidate must indicate, via the online nomination form, the board post or posts for which they are standing.
15. The written personal statement shall not exceed 250 words in length. Statements in video form should run no longer than two minutes. Candidates may include in their statement a link to a website or other online location where they may make a further or extended statement. Directors UK shall not be responsible for any defamatory statement contained in a personal statement, which shall remain the responsibility of the candidate. A declaration of any conflict of interests, including financial and non-financial relationships to other organisations, professional relationships to other members of the Board and other boards the candidate may sit on, shall be submitted along with the personal statement.
16. The Chief Executive shall arrange for each member who is qualified to vote to be sent by post or via email a ballot paper together with a copy of or a link to the personal statement for each candidate. The ballot paper shall be sent to the email or postal address for the member shown on the Directors UK Register of Members. The ballot paper shall bear on its face the last date by which valid votes can be received at Head Office.
17. The elections shall be normally conducted electronically as permitted by the Articles of Association.

18. Members will also be able to cast their votes and view the personal statements online. The personal statements shall be made available to the membership at the same time as the Notice of the AGM and shall remain available online during the election process.
19. A member shall have the right to vote in secret and shall not be subjected to any interference, pressure or constraint in casting their vote.
20. A member may cast up to 11 votes for the 11 electable seats on the Board.
21. Votes received after the prescribed closing date for voting shall be disregarded.
22. Election votes will be counted as follows: firstly, the candidate polling the largest numbers of votes for each of the Nations and Regions representative and Associate and Successor member representatives will be elected to fill those posts; thereafter, the other eight candidates who poll the largest numbers of votes for the other board seats will be elected to fill the remaining seats.
23. The Chief Executive shall certify the result of the election and shall announce it at the AGM and publish the result online and in the Directors UK newsletter.
24. Any complaint regarding the conduct of the ballot shall be made to the Chief Executive not later than 14 days after the closing date of the ballot. The Chief Executive shall refer any such complaint to such person or body as the Board shall determine from time to time who shall investigate it. The person or body shall have full powers to determine the outcome of such a complaint and their decision shall be final.