

# Executive Board Members

Policy details	
Version number	1
Issue date	January 2022
Approved by	Board

  

Ownership	
Lead directorate	Corporate Services
Policy owner	Claire Howe

  

Review	
Next review date	January 2025
Review cycle	Triennially

## 1 | Introduction

This policy sets out the approach adopted by B3Living, towards executives on the B3Living's Board and Committees (**Executive Members**).

This policy sets out the role that Executive Members will play on the Board and on committees and the circumstances in which Executive Members must leave a Board or a Committee meeting or withdraw from participation in debates or decision making.

## 2 | Scope

This policy addresses the requirements for Executive Members as set out in the NHF Code of Governance 2020.

This policy applies to all legal entities and governance forums (both Boards and Committees) forming part of our Group.

## 3 | Aims and objectives

### 3.1 Policy Statement

- 3.1.1 In B3Living we are fully aware of the risks and opportunities related to having Executive Members on our Boards and Committees. Executive Members have first-hand knowledge and experience of the operations and management of

B3Living, which adds value and an important perspective to decision making at Board and Committee level. However, Executive Members are usually in receipt of payment from B3Living making it inappropriate for them to have significant influence over certain decisions. This policy aims to mitigate and control the risks associated with such governance arrangements whilst allowing B3Living to take full advantage of the benefits that Executive Members have to offer to its Boards and Committees.

- 3.1.2 We aim to ensure that our Executive Members act in line with best governance practice and the requirements of the NHF Code of Governance 2020.

### 3.2 Policy requirements

- 3.2.1 Executive Members will not receive additional remuneration for their roles on B3Living's Boards and Committees.
- 3.2.2 All duties, responsibilities and powers vested in B3Living's Board and Committee members equally apply to our Executive Members unless otherwise stated in this policy.
- 3.2.3 All policies, procedures, codes and other related documents which regulate the appointment, conduct and dismissal of B3Living's Board and Committee members equally apply to the Executive Members unless otherwise stated in this policy or B3Living's Constitution.
- 3.2.4 Executive Members will be in a minority on any Board or Committee of B3Living both in terms of membership number and quorum. The specific number of Executive Members on our Boards and Committees is detailed in their respective Terms of Reference.

The number of Executive Members on any Board or Committee will be included in the maximum membership number for that Board or Committee as stated in its Terms of Reference.

- 3.2.5 An Executive Member cannot take any of the following roles:
- ▶ Chair or Vice-Chair of any Board;
  - ▶ Chair of any Committee;
  - ▶ Whistleblowing Officer
- 3.2.6 Executive Members cannot be members of any of the following committees:
- ▶ Remuneration and People Committee
  - ▶ Audit and Risk Committee
- 3.2.7 Executive Members must not participate in the process of taking certain decision due to an actual or a perceived conflict of interest. On such occasions the Board should decide whether the Executive Members may remain present but not participate in the debate or discussion or whether they must leave the Board or Committee meeting. Some examples of such matters are listed below where the following matters are discussed:

- ▶ a complaint linked to an Executive member
- ▶ Meeting with external auditors
- ▶ Discussion around membership of the Remuneration and People Committee
- ▶ Discussions about the Chief Executive's remuneration, benefits, or severance package
- ▶ Discussions and decisions about Board nominations

## 4 | Equality, diversity and inclusion

Appointment of Executives to Boards and Committees are associated with the role rather than the individual, and therefore there is no recruitment process separate to the Executive role, which is governed by our EDI policies and practices. Board and Committee effectiveness in relation to diversity is monitored regularly.

## 5 | Data protection and information security

This policy does not involve personal data, aside from the standard contracts process administered by HR.

## 6 | Customer voice

Not directly applicable to this policy.

## 7 | Compliance

There are no specific legislative provisions directly affecting this area.

The NHF Code of Governance 2020 provisions related to Executive Board Members as outlined in sections 3.1(3) to 3.1(5), 3.3(2) and 3.3(3).

## 8 | Linked policies, procedures and guidance

Internal: Code of Conduct, Board Conflicts of Interest Policy, Probity Policy, Standing Orders, Board Appraisal Policy, EDI Policy.

External: NHF Code of Governance 2020.

## 9 | Responsibilities

The Company Secretary has responsibility for the effective delivery of this policy.

## 10 | Performance monitoring

Compliance with this policy shall be monitored by the Chair and Company Secretary reviewing annually as part of the appraisal process, B3Living's adherence to the policy requirements as set out in section 3 above.

This policy shall be reviewed at least every 3 years.

The Company Secretary will be responsible for initiating a review of this policy and shall report to the Board with his/her recommendations for any improvements required.

## 11 | Definitions

<b>Board</b>	the board members or non-executive directors of B3Living acting jointly
<b>Constitution</b>	means the governing document of B3Living.

### Summary of changes

<b>What changed?</b>	<b>When?</b>	<b>By whom?</b>
[Insert quick summary of changes here]	[dd / MM / yy]	[Full name]

