

PraxisAuril Governance

PraxisAuril is a trading name of Praxis Courses Ltd, a company limited by guarantee, registered in the UK.

Role of the Board

The PraxisAuril Board defines, evolves, and communicates policy and strategy; monitors and controls implementation and performance of strategic plans and programmes; and ensures corporate governance.

The Board regularly reviews which matters are reserved to the Board and which can be delegated. It collectively exercises its powers of delegation to the executive team (through the CEO) and to volunteer committees and advisory groups.

The Board is of sufficient size that the organisation's work can be carried out and any changes to the Board's composition can be managed without too much disruption. (A Board of at least five but no more than twelve seats is typically considered good practice).

The Board reviews its own performance and that of individual Board members, including the Chair and the CEO. This evaluation considers the Board's balance of skills, experience, and knowledge; its diversity in the widest sense; how the Board works together; and other factors relevant to its effectiveness.

Board members receive an appropriate induction when they join the Board. This includes meetings with senior managers and covers all aspects of the organisation's work.

Board members are given the opportunity to have ongoing learning and development.

Board members are expected to prepare for and attend (approx. 3 hour) online or face-to-face Board meetings each financial quarter AND an annual strategic planning meeting (1 day/overnight stay – usually during the period January - March). Board members may also be appointed to Board Sub-committees which will require an additional time commitment.

Reasonable travel expenses may be claimed by Board members in relation to their PraxisAuril duties in line with the Expenses Policy.

The PraxisAuril Board comprises a minimum of 7 members and a maximum of 12 members with a target membership of 10 members. Portfolios may include:

- Chair
- Incoming or Outgoing Chair
- Exec CEO
- Advocacy
- Professional Development
- Membership
- Stakeholders and Alliances
- Finance and Operations
- 2 member-elected Directors

The Board votes every two years to appoint its incoming Chair. The Chair is appointed for a two-year term and serves an additional one-year period as each of Incoming Chair and Immediate Past Chair. In any one year the Board will include a Chair and an incoming or outgoing Chair.

Appointment of Directors to the PraxisAuril Board

The PraxisAuril Board should comprise a balance of experience and perspectives - representing diversity of type of organisation, geography, perspective, career stage and experience in a relevant field.

Directors must demonstrate commitment and be proactive and collegiate in approach.

- Directors may be *appointed* by the Board for a 4-year term, to defined portfolio and non-portfolio roles, as outlined above.
- Directors are also Members of the Company and are authorised to act in line with the provisions of the Companies Act 2016.
- Upcoming vacancies on the Board are published on the PraxisAuril website and notified to subscribing members by email.
- Individuals interested in Board membership submit a personal statement and a current CV by email to the CEO. Personal statements include an indication of availability and any required authorisation from their employer; highlight any conflicts of interest; and include details of other directorships.
- The Appointments Sub-Group of the Board reviews applications for Board Membership and recommends to the Board the appointment of new Directors, in line with the appointment criteria.
- At least one Director will usually rotate off the Board each year in January. (Directors may serve more than one term on the Board).

Member-elected Director

One Director is *elected* to the Board, by a vote of eligible subscribing members, for a 2-year term beginning on 1 January or 1 April each year. The Member-elected Director is a registered Director/Member of the Company.

Previous Board experience is not necessary to undertake this role and applications are actively encouraged from individuals looking for their first Board position.

NB: in the event only one nomination for election by the members is received, the election will become void and the nominated candidate will instead be invited to join an appointments selection process, overseen by the Appointments Sub-Group of the Board.

Board Portfolios and Sub-Groups

All portfolios of work consider regional, diversity and international aspects. Portfolio holders work with volunteer advisory groups or committees to guide and support volunteer-led activity in line with strategic aims.

To facilitate information flow, the Advocacy, Professional Development and Membership portfolio holders are encouraged to sit on the corresponding committee/advisory group (but will not chair them).

The Board or Portfolio holders may constitute and dissolve additional Board sub-committees to advise and report on specific issues as and when required (in consultation with the Appointments Sub-Group).

Sub-Committees of the Board are currently convened as follows:

Audit and Risk Sub-Committee

Comprises Chair or incoming or outgoing Chair, Finance and Operations portfolio holder and CEO. It reviews on a quarterly basis the Company's Risk Register and highlights any areas of concern at Board Meetings (standing agenda item).

Appointments Sub-Committee

Comprises Chair, incoming or outgoing Chair, CEO and (preferably) an external representative. It recommends and updates relevant policy and appointments criteria; reviews applications for Board directorships in line with those qualifying criteria; and recommends appointments for approval by the Board. It also ensures compliance by overseeing the process for election of member-elected Directors to the Board and of appointments to volunteer advisory groups and committees.

Remuneration Committee

Appointed by the Board, including the Finance & Operations portfolio holder and incoming or outgoing Chair and (preferably) an external representative. It reviews and updates relevant policy; proposes to the Board an appropriate level of funds for the annual 'bonus pot' (accounting for external market factors such as inflation and local recruiting conditions as well as the Company's annual financial performance); and proposes the allocation of individual annual performance related bonus payments to senior exec.

Executive Team

The executive team reports to the Board via the CEO. The executive team devises and implements strategic and programme plans in line with the Company's strategic aims, as defined annually by the Board. Executive team members may be invited to Board meetings to report as required.

Executive volunteer groups, may be delegated with authority to deliver activities in line with strategic aims as follows:

Professional Development Committee

Focusses on the development of content and delivery for training course programmes and other professional development tools and services in line with a continuous improvement approach and ATTP course recognition criteria and assessment.

It recommends to the executive team the appointment of Course Directors and instructors and reviews and approves a proposed schedule of training programmes and content.

The Professional Development Committee selects its own Chair. The Professional Development portfolio Director and exec team representatives may participate in all meetings.

Membership Advisory Group

Advisory group with a task and finish focus, convened for conference(s) and directors' fora or other membership events as required, supplying and recommending programme themes, session chairs, speakers and potential sponsors to the executive team. Group members also support the executive team with speaker briefings and management as well as promotion of the conference/events through their own networks.

Advisory Groups each select their own Chair. The Membership portfolio Director, member-elected Director(s) and appropriate exec team members participate in all meetings.

Advocacy Advisory Group

Contributes policy related insights and information to the exec team; identifies ambassadors and representatives who can speak on behalf of the sector at appropriate stakeholder meetings; and supports the work of the exec team Head of Policy on consultation responses.

Advisory Group members select their own Chair. The Advocacy portfolio Director and exec team Head of Policy participate in all meetings.

To note that all meetings in 2021 are most likely to be virtual/via Zoom.

PraxisAuril Board with effect from 1 January 2021

Maxine Ficarra – PraxisAuril (Exec CEO)

Sean Fielding – University of Exeter (Immediate Past Chair)

Tony Hickson – Cancer Research UK

Bryn Jones – University of Bangor

Gurmit Kler – University of Birmingham (member-elected Director)

Amanda Selvaratnam – University of York (member-elected Director)

Jennie Shorley – Manchester Metropolitan University

Andy Walsh - GSK

Iain Thomas – Cambridge Enterprise (Chair)

Chair, Incoming or Outgoing Chair, Advocacy, Professional Development, Membership, Stakeholders, Finance and Operations portfolios may be appointed from amongst the above.

Member-elected Directors to be decided by election.

Timetable for election of member-elected Director to the PraxisAuril Board effective 1 April 2021

DATE	ACTION	NOTES
15 February 2021	Details of member-elected Director vacancy circulate/ published to website	
15 February 2021	Nomination forms sent out to all full member representatives by email	Institution must have paid annual membership fee for nomination and voting to be valid
4 March 2021	12pm deadline for receipt of complete and valid nomination forms plus personal position statements at PraxisAuril Office	By email (the proposers may be contacted to verify nomination)
5 March 2021	Ballot papers to be sent to Nominated Representatives of full members, complete with candidates' statements	By email
15 March 2021	Deadline for receipt of ballot papers at PraxisAuril office	By email
16 March 2021	Count of votes at PraxisAuril office	CEO notifies Board
17 March 2021	CEO notifies candidates of election results	By email
19 March 2021	CEO to notify all members of results of election	By email
1 April 2021	Member representative joins PraxisAuril Board	



Election to serve as member-elected Director on PraxisAuril Board from 1 April 2021 - 31 December 2023

Please supply with this form, a personal position statement of no more than 500 words and a one-page biographical profile by **12 noon on 26 February 2021**, to be distributed with voting papers for the position of member-elected Director on the PraxisAuril Board. The information you provide will be printed exactly as supplied and will be distributed to all nominated representatives of PraxisAuril who are entitled to vote.

To be completed by Nominee

I confirm that I am willing to stand as a candidate for election to the Board of PraxisAuril.

Name of Nominee:

Nominee's Job Title:

Name of Nominee's Institution:

Signature of Nominee:

Date:

Name of Nominated Representative:

To be completed by Proposer (must be an employee of another fully paid up member institution)

I nominate the above person as a candidate to serve as member-elected Director on the PraxisAuril Board.

Name of Proposer:

Proposer's Job Title:

Name of Proposer's Institution:

Signature of Proposer:

Date:

If you have any queries relating to the nomination process, please contact the CEO, Maxine Ficarra, by phone on 01223-659950 or by email: maxine.ficarra@praxisauril.org.uk

The completed form must be emailed to maxine.ficarra@praxisauril.org.uk to arrive no later than 12 noon on 26 February 2021.

Personal Position Statement (max 500 words)

The Personal Position Statement is to illustrate your knowledge and experience of the sector and how you envisage PraxisAuril's role, as a national association within the sector.

The statement should be used to illustrate what major issues you think need to be addressed nationally and what you would seek to do to influence government stakeholders and other interested parties on behalf of the sector.

The Statement should also give your vision of how PraxisAuril should be positioned in the future, its relationship with other organisations and stakeholders involved in knowledge exchange and commercialisation and how you see PraxisAuril's role developing both nationally and internationally.

Applications for member-elected Director should demonstrate a clear understanding of a diverse range of member needs - and highlight any specific skills and experience with which you would aim to support the Board.