



MEMORANDUM

To Regional Chairmen, Regional Secretaries, Branch Chairmen, Branch Secretaries

Copy National Council and Executive Board

From Malcolm Johnston, Chairman Electioneering Committee

Date 22 September 2014

Subject **DIRECTOR ELECTIONS 2015**

I enclose the following documents relating to Honorary Officer, Strategic Director and Non Operational Director elections to take place in 2015:

- Relevant Nomination form(s)*
- Guidance notes for providing electioneering material
- Procedure and timetable for nomination of Directors
- National ballot procedure
- MSP 5.8
- Rule 3 (*and new Articles 21 (c), 22 (a), 22 (b), 22 (d), and 23 for reference*)
- MSP 5.9

** Please note that Non Operational Director roles are nominated from/via National Council.*

I also enclose descriptions for the Director roles in order that nominees understand the level of responsibility and commitment necessary. Please ensure, therefore, that all candidates realise the requirements of the position for which they are nominated and the responsibilities attached to it.

This time will be the first elections under the new regime and so you should read the accompanying papers carefully, as there have been some changes. In particular, in an effort to encourage wider participation, nomination is easier although each candidate will have to undergo a more rigorous validation process than previously to ensure their suitability.

Please note that forms and accompanying documents must be returned to Head Office by 4.00pm on **Friday 21 November 2014**.

Malcolm Johnston
Electioneering Committee Chairman
Procedures Committee Chairman

If you require this document in an alternative format please ring 01253 336036 or email AccessAbility@fsb.org.uk

The Federation of Self Employed and Small Businesses Ltd (“FSB”)

NOMINATION FOR NATIONAL CHAIRMAN & VICE CHAIRMAN AND STRATEGIC DIRECTORS

Name (in Capitals) “The Candidate”

Accepts the Nomination for

This Nomination is confirmed by one of the following (please complete where applicable):

Branch

OR

Region

Signed For Region/Branch

Signed Candidate*

* by signing this application you agree to all necessary additional eligibility checks to ensure you are eligible to be a Director of the FSB as required by our Constitution and the Companies Act 2006.

DECLARATION OF ELIGIBILITY

(Please confirm all requested details – continue on a separate sheet if necessary)

Date Joined Membership No

I confirm that:

- the time involved for the role will be as a **volunteer**
- I am not an undischarged bankrupt (in UK or elsewhere)
- I am not disqualified from being a director (in UK or elsewhere)
- I have completed any relevant Declaration of interests or confirm that there are none to declare

You are responsible for providing the required eligibility details etc and that you understand the requirements of the role and the selection and election processes.

Please attach the following to this Nomination:

- FSB Experience relevant to the role
- Your CV (CVs will be subject to external validation)
- A statement matching your skills and experience to the critical skills grid for the role for which you are standing
- A Personal FSB Reference e.g. from an FSB source who has worked with the candidate (such as Regional Chairman or a National Officer)
- A Business Reference
- A 500 word profile for circulating to members if your application completed the approvals process
- A recent high resolution colour photograph capable of meeting current print requirements
- A Transcript of what you will say in your video presentation.

**THIS FORM, FULLY COMPLETED, MUST BE RETURNED TO THE CHAIRMAN OF THE FSB NOMINATIONS COMMITTEE
AT THE REGISTERED OFFICE, SIR FRANK WHITTLE WAY, BLACKPOOL BUSINESS PARK, BLACKPOOL,
FY4 2FE, BY NO LATER THAN 21 NOVEMBER 2014**

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Election of Directors

Guidance Notes for providing election material and the conduct of the elections

Please read these notes carefully as they set out what you need to do and how the rules will be interpreted.

General Notes

- If you have any queries regarding the rules or these guidance notes please contact malcolm.johnston@fsb.org.uk or elections@fsb.org.uk.

Please remember that a breach of any relevant part of MSP 5.9 could lead to your suspension or disqualification from the process. So, if you are in any doubt please ask first and in good time.

Publicity and electioneering material

- All electioneering material (except for the video) must be forwarded with your nomination form to the Chairman of the FSB Nomination Committee c/o Pauline Weller at Blackpool, Head Office (pauline.weller@fsb.org.uk) by 4:00pm on Friday 21 November 2014.
- The Electioneering Committee is the only body authorised to arrange the communication of any electioneering material to the members.

Candidates submitted information

The Nomination Committee will:

- Validate the material submitted by candidates in support of their nominations and will confirm the candidates who may proceed to election by Members. They will have the final decision on any editing or rejection issues arising out of candidate submitted Nomination material.
- Only the names of validated candidates will be published.

Following the confirmation that candidates may proceed to election by members, the Electioneering Committee will:

- Oversee and scrutinize the FSB Director election procedures including provision of election media and participation in FSB arranged hustings(s) meetings and round table event(s). The committee will indicate any areas where there is a potential breach of the rules or where required changes or corrections.

Should the need arise during the process to make adjustments to accommodate a complaint candidates will be notified by e-mail only. These e-mails will have the title: **“Director Election Notice No.”** This e-mail will contain important information and may ask you to take a specific action(s) within a specific time frame. You must read it in full and respond exactly as requested.

Queries or complaints regarding the application of the process should be addressed to the Electioneering Committee Chairman at Head Office in writing or by email to elections@fsb.org.uk

Nomination form

The Nomination form appropriate to the role must be completed and signed by Candidate and the Proposer and submitted together with the following supporting documents.

Candidate CV A CV of no more than 1 side of A4 , as requested in MSP 5.9, and setting out your FSB history (including roles held, date of joining etc), relevant business experience, current business, and any other relevant information. This will be subject to external validation.

In addition details of FSB experience relevant to the role together with a statement matching your skills and experience to the critical skills grid for the role for which you are standing.

A summary CV will be presented with your profile in First Voice in a sidebar. Please select 5 points from your CV to include in up to 75 words.

References A Personal FSB Reference e.g. from an FSB source who has worked with the candidate (such as Regional Chairman or a National officer) together with a Business Reference

Candidate profile A profile of up to 500 words, as requested in MSP 5.9, will be published with the ballot papers in the AGM documents made available to all members. This should cover your aspirations for the role and any relevant general observations about your ideas.

Photograph A recent high resolution colour photo capable of meeting current print requirements.

Pictures should:

- not be activity based;
- not have background buildings;
- be against a single colour background (preferably grey).

An opportunity for this to be taken at the same time as the video is shot will be made available to candidates.

Video Transcript A transcript of the words you intend to say in your video. This transcript will form the basis of your presentation in support of your Nomination. Candidates for National Chairman, National Vice Chairman and Strategic Directors will make a presentation to the Nomination Committee. Candidates for Non Operational Directors will make their presentation to the National Council.

Video

General This year we are once again offering candidates the opportunity to make a personal address to the members through a video which will be carried on the website and available for any member to view, from the date of the AGM mailing.

FSB video making Facilities will be available at Blackpool, and London depending on demand, probably during the second half of December, to make videos for all candidates under the conditions set out below.

Candidates are requested to book their time through Pauline Weller. This will be handled on a first come, first served basis.

The video will be shot inside, against a neutral (probably blue) background, and candidates will have individual microphones to increase sound quality.

Guidance will be provided on an appropriate dress and adornment code for filming.

Process The process will be managed on behalf of the Electioneering Committee, via Pauline Weller

Candidates will be helped to prepare a clip of up to 3 minutes duration.

Each candidate:

- will be permitted one session of up to 30 minutes, including retakes;
- should be prepared to answer the questions:

“Why are you suitable for the role?” and
“What are your aspirations for it?”

- will be permitted one opportunity to vet the resulting material.

After the video shoot the resulting footage will be edited down to 3 minutes.

Any more than this will be at the candidate’s own expense and will be charged at the rate of £100/ hour.

Election Timetable

A publication timetable of important dates in the process will be published shortly.

Candidate communications

As a general rule the period from an AGM to 30 September is considered open season and potential candidates need not monitor their public utterances.

1 October - 31 December is designated a cautionary period and potential (defined as being any eligible member considering candidacy) or declared candidates should avoid making comments/ issuing statements which could be considered, reasonably, to be electioneering. NB that for candidates who are not already a director their published comments and statements will be retrospectively reviewed against the electioneering rules, once they declare.

After 1 January to the end of polling period. All declared candidates must submit to the electioneering rules, avoid electioneering and not make personal, derogatory or disparaging remarks about other candidates either in print, social media or in public.

Exceptions

It is accepted that candidates who hold an existing equivalent office should be able to fulfil that office. Therefore, existing Directors/National Officers may 'fulfil their roles' and in particular arrange training, travel to regions and deal with members.

However, all existing Directors/National Officers (and other candidates) must set out their relevant activities on an open calendar to be administered from Head Office. It is requested that candidates keep this up to date and give adequate notice for other candidates to react as appropriate.

First Voice

Pages will be set aside in the February/March 2014 "Election" issue of First Voice (one page per candidate) and a sample of this is included for your reference in these papers. It will show: the post you are contesting, your photo, a summary CV (see above), and 500 words of text.

Regional Voice

The fact of a candidate's standing, the position they seek to attain and their existing FSB credentials (ie branch and regional positions etc.) can be reported in your home region's Regional Voice.

External Media

It is permissible for the fact of a candidate's standing and the position they seek to attain in the FSB to be reported via print or other media, but candidates should avoid soliciting this coverage and should not make public statements.

Social Media (General)

Candidates are reminded that use of their personal (or business) social media accounts for electioneering purposes, is not permitted.

The opportunity to use the specific FSB "Virtual Region" LinkedIn social media account will be established and made available to candidates to participate in and express their views. This account will be independently moderated. It is hoped that this will give members the opportunity to get a wider sense of the candidate and their views.

As live round table discussion

Where more than one candidate is standing for a position, the opportunity to participate in a video recorded round table discussion on the FSB and current issues will be offered to candidates. It is envisaged that this will be run similar to BBC's Question Time and will include a compere and involve candidates answering/ commenting sequentially on the same questions in turn. Once shot, this will be posted onto the election site.

Hustings events

Where more than one candidate is standing for a position, the opportunity to participate in one or more hustings events may be offered dependent upon cost and availability.

Regions may sponsor such an event (from regional funds) but are encouraged to do so in partnership with neighbouring regions and locating the event in such a way as to be accessible to members from several different regions. A maximum of three such events will be approved via the Electioneering Committee covering all roles either individually or collectively depending upon requests/requirements. Further Guidelines will be available. Expenses may be claimed in line with FSB Financial Procedures.

If you require this document in an alternative format please ring 01253 336036 or email AccessAbility@fsb.org.uk

TIMING	NOMINATIONS	VALIDATION Review/Prepare Election Material and Guidelines for Candidates	ELECTIONEERING
	Candidates	Nomination Committee (NomCo)	Electioneering Committee
Mid Aug 2014		Requesting candidates to be drawn by lot	
6 Sept 2014		NomCo Members agreed at September NC	
15-22 Sept 2014		Call for Nominations: Chairman, Vice Chairman, Strategic Directors and Non Operational Directors	
15 Sept/Oct/Nov 2014	Completed Nominations submitted including CV, Profile, References, Photograph and Transcript of Election Video	Appointment of specialist Consultants; Recruitment specialist and relevant Functional specialist for particular roles	
21 Nov 2014	Closing Date	HO Internal Checks: D&D, Internal Audit, 'Other substantial Reasons' etc to take place External checks (Verifile): e.g. CV, Criminal, <i>Companies Act etc</i>	Review of Electioneering Materials
By 5 Dec 2014		All Internal checks complete and details to NomCo Chairman Arrange appropriate NomCo selection meetings for initial validation	

FSB DIRECTORS – NOMINATION, VALIDATION AND ELECTIONEERING

NomCo Terms of Reference Appendix 1a

w/c 8 Dec 2014	Candidates for Chairman, Vice Chairman, Strategic Directors present to NomCo	NomCo 'face to face' validation via presentations from /questions of Candidates	
7 Jan 2015	Non Operational Directors Presentations/questions at National Council January Meeting		Candidates Videos /Question Time events
Post NC Jan 2015		Confirmation of Candidates for Chairman, Vice Chairman, Strategic Directors and Non Operational Directors to go forward for election by Members at AGM	Election Diary
Jan – March 2015			Monitoring Candidate Behaviour
End February 2014			Candidate Material circulated to Members
AGM 2015			Results Announced

NATIONAL BALLOT OF DIRECTORS 2015

Following changes approved at the September 2014 EGM the National Council have approved consequent change to the process. With effect from AGM 2015 all Directors of the Federation will be elected by national ballot; this means that every individual member and joint member must receive a ballot paper to meet these requirements. The following is the procedure:

- 1 Rules governing the procedure are published in the relevant issue of First Voice.
- 2 All nominations accompanied by the required supporting documents; CV, References, Profile, recent colour photograph and Transcript of the proposed Video etc must be received by the Chairman of the Nominations Committee at the registered office, Sir Frank Whittle Way, Blackpool Business Park, Blackpool, FY4 2FE by 4.00 pm on **21 November 2014**. No nominations or alterations will be accepted after this time.
- 3 Nominated candidates must include their written consent to the nomination together with the required confirmation of eligibility.
- 4 Electioneering material should be submitted in line with the FSB's Procedure in respect of Electioneering Material for Director Elections as detailed within MSP 5.9 and the associated guidance notes.
- 5 Candidates who are confirmed to go forward for election by the membership will use only the FSB's communications media relevant to the election. Pages of First Voice editorial or advertising must not be used independently for personal electioneering purposes.
- 6 In the official election publication the candidate's profile must not exceed 500 words and be accompanied by a recent high resolution colour photograph capable of meeting current print requirements.
- 7 The profile should set out the candidate's aspirations and suitability for office. A CV of no more than one side of A4 may detail FSB roles held, duties undertaken and any relevant business experience (including current business), together with a statement matching your skills and experience to the critical skills grid for the role for which you are standing. CVs will be externally validated.
- 8 No individual candidate may claim expenses for electioneering other than specifically included in the electioneering guidance.
- 9 A prepaid envelope shall be provided and each ballot paper shall be separately posted. Each envelope to carry only one ballot paper, any envelope carrying more than one ballot paper shall be null and void.
- 10 For election purposes joint members will receive separate papers by separate post.
- 11 For the purposes of this ballot, only fully paid eligible members entered on our register of members shall be eligible to vote.

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- 12 Ballot papers must be in the hands of the Electoral Reform Services by 4pm on Wednesday 17 March 2015. Any ballot papers received after this date will not be accepted.

5.8 Procedure and Timetable for Nomination of Directors

Current Rule 3 covers the election of National Officers/Directors (Articles 21 (c), 22 (a), 22 (b), 22 (d), and 23 under the new Constitution)

5.8.1 Nominations Process

Any member of the FSB is eligible to seek the nomination of their properly constituted region or branch provided they do not hold a self-employed service contract with FSB or one of its subsidiaries or any service provider to FSB or its subsidiaries and that they have been a fully paid up member entitled to vote for a minimum period of three years immediately prior to nomination and can demonstrate an understanding and knowledge of the objectives of FSB and have a proven track record and relevant experience consistent with the proposed role as determined by the National Council from time to time.

Details for individual roles together with nomination forms can be found via the FSB website.

All nomination(s) must be proposed and minuted in accordance with the relevant region and branch rules. (Where no properly constituted branch exists nominations will be made by the member's properly constituted region.) Committees will consider all nominations and select 1 and only 1 candidate for each office to be nominated by that committee. The appropriate branch or regional minute certified as correct by the Chairman and Secretary must be attached to the nomination.

A member may stand for any or all of the relevant National Officer and Strategic Director positions. A member wishing to stand must complete and sign the relevant nomination paper(s) in the appropriate place stating they are prepared to stand for election.

Whilst initially a member may apply for more than one role, they must confirm only one nomination at the closing date. A member may accept only one office.

Note: *Nominations for Non Operational Directors will be made via National Council and will follow the applicable timeline and process below*

5.8.2 Lodging the Nominations

The nomination form(s) must be addressed to the Chairman of the FSB Nomination Committee ("NomCo") at the FSB registered office. An acknowledgement of receipt will be issued.

Nominations will open in mid September and close at 4.00 pm on the penultimate Friday in November when all required material including CV, references, profile and photographs together with the transcript of their proposed video must be received. No alteration to submitted material will be allowed after the closing date unless required or approved by the committee.

5.8.3 **Reviewing Nominations for Honorary Officers, Strategic Directors and Non Operational Directors**

All completed nominations received will be reviewed by NomCo, such initial review to be based on formal internal and external validation of all candidates' nomination papers.

NomCo will have access to appropriate recruitment and other specialists to assist in determining whether the candidates conform to the role descriptions for which they have been nominated.

5.8.4 **“Face to Face” Validation of Nominations**

5.8.4.1 Chairman, Vice Chairman and Strategic Directors: Following the initial validation each candidate remaining eligible for these roles will be required to make a presentation to the NomCo in favour of their candidacy based on the transcript of their proposed election video and answer questions to clarify their nomination.

5.8.4.2 Non Operational Directors: Following the initial validation each candidate remaining eligible for this role will be required to make a presentation to National Council in favour of their candidacy based on the transcript of their proposed election video and answer questions to clarify their nomination. National Council will then vote to ratify each candidate's nomination to go forward for election.

5.8.5 **Confirming Candidates for election by Members**

All validated and confirmed Candidates will be notified via the Chairman of the Nomination Committee that they may go forward for election by Members at the AGM

3. **HONORARY NATIONAL OFFICERS**

(a) The duties and responsibilities of the Honorary National Officers are laid down by the National Council.

(b) **Election of Honorary National Officers –**

(i) Properly constituted Branches shall be entitled to submit nominations to their Regional Committee who shall consider all nominations and may select one and only one candidate for each Honorary National Office to be nominated by the Regional Committee.

(ii) Any such nomination made by a Regional Committee shall be valid only if it is seconded by the Regional Committee of another properly constituted Region and the nominee has accepted nomination.

(iii) Such nomination will be submitted by the properly constituted Region on the prescribed form to the Honorary National Secretary in accordance with any directives of the National Council.

(c) **Eligibility –** Any member shall be eligible to seek the nomination of his properly constituted Region or Branch provided that:

(i) He does not hold a self employed service contract with the Federation;

(ii) He does not hold a self employed service contract to provide Recruitment Services either directly with the Federation, its wholly owned subsidiaries or with a Recruitment Consultant who holds a self employed service contract with the Federation;

(iii) He is not an employee of the Federation and has not been employed by the Federation during the previous five years;

(iv) He has been a fully paid up member entitled to vote for a minimum of five years;

(v) He has held a position at Regional or National level for a minimum period of two full terms.

New Articles 21 (c), 22 (a), 22 (b), 22 (d) and 23

21 (c)	to nominate National Councillors for the roles of Non Operational Directors and such nominated National Councillors will be eligible to be elected by Ballot by the Members for a term of three years from the date of the Annual General Meeting (AGM) of FSB. In the event of a vacancy arising more than three months prior to the AGM the National Council will appoint an National Councillor who is eligible to serve as a Non Operational Director until the next AGM. One third of the Non Operational Directors will retire from office each year but will be eligible for re-election provided that no Non Operational Director may serve for a continuous period of more than six years;
22 (a)	The Directors will consist of the National Chairman, National Vice Chairman, the Strategic Directors and up to 6 Non Operational Directors nominated by the National Council under Article 21 (c). The Non Operational Directors must each have served as a voting member of National Council for a period of not less than 20 months in the five year period immediately prior to their nomination and must have attended at least 75 per cent of the National Council meetings during that period of service and must not hold a self-employed service contract with FSB or with one of its subsidiaries or any service provider to FSB or its subsidiaries at the time of nomination or during their period of office.
22 (b)	The National Chairman, National Vice Chairman and the Strategic Directors of FSB will be elected from the date of an AGM for a term of three years by Ballot of the Members and will be eligible for re-election (provided that no person will be able to hold office for more than 6 years consecutively).
22 (d)	In the event of the death, incapacity, removal or resignation of a Director during their period of office, then, save where pursuant to the provisions of Article 26 below, the Members have elected a successor, the Directors will appoint a Member who is eligible to hold such office until the following AGM.
23	Any Member will be eligible to seek nomination of their Region or Branch to be the National Chairman, National Vice Chairman or a Strategic Director provided that they do not hold a self employed service contract with FSB or one of its subsidiaries or any service provider to FSB or its subsidiaries, that they have been a fully paid up member entitled to vote for a minimum continuous period of three years immediately prior to nomination and can demonstrate an understanding and knowledge of the objectives of FSB and have a proven track record and relevant experience consistent with the proposed role as determined by the National Council from time to time.

5.9.1 National Officer/Director Elections

5.9.1.1 The Procedures Chairman will form an Electioneering Committee to oversee the election process. Membership of this committee shall be drawn from such members of the Procedures Committee as are not themselves involved in the election process, together with the chairman of FSB (Publications) Ltd for the duration of the National Election Period.

The Electioneering Committee will be responsible for the running of the elections for Directors and in particular for accuracy, fairness and compliance with the members' code of conduct of all electioneering material, particularly in a contested election.

Candidates will be given the opportunity to address the members subject to the control of the Electioneering Committee.

5.9.1.2 Candidates will be required to supply by close of business on the penultimate Friday in November:

- a CV of 1 side of A4 length detailing FSB roles held, duties undertaken, and any relevant business experience (including current business);
- a profile setting out their aspirations and suitability for office together with a statement matching your capabilities to the role requirements (both CV and profile to be presented in Arial 12 pt);
- a recent high resolution colour photo capable of meeting current print requirements as detailed in the guidance notes
- one reference from an FSB member who has worked with the candidate (such as Regional Chairman or a National officer)
- one business reference.

All candidates will be interviewed and have their election submissions scrutinised and validated by the Nominations Committee.

5.9.1.3 FSB Election media

The following opportunities will be provided to candidates to canvass the membership, within FSB controlled media:

1. **First Voice** will make reference to the fact of the elections, the candidates standing for each position and will include their profile together with a photograph.

2. Subject to publication deadlines **Regional Voice** will make reference to the fact of the elections, and that local candidate(s) are standing.

Both publications will refer to a link to the candidates' section of the FSB website.

3. **Candidates' profiles** and summary CVs will be circulated with the election/ AGM papers

4. **The FSB “Virtual Region” site** will be made available to candidates to participate in and express their views. This account will be independently moderated.

5. **Space on the FSB election website** will be provided for profile, summary CV, a photo and an FSB produced video of no more than 3 minutes in length.

6. A round table discussion between candidates of each position, or where there is only one candidate an interview will be shot after the January National Council meeting and made available on the FSB election pages..

In addition the following may be provided if requested and economic and where there is more than one candidate standing for a position.

7. Participation (as appropriate) in one or more FSB organised hustings event(s). Regions may sponsor such an event (from regional funds) but are encouraged to do so in partnership with neighbouring regions and locating the event in such a way as to be accessible to members from several different regions. A maximum of three such events will be approved via the Electioneering Committee. Guidelines will be available. Expenses may be claimed in line with FSB Financial Procedures.

8. Candidates for Director roles may be invited to attend meetings or events outside of their own region but must advertise this on the electioneering calendar held by the Governance and Administration department, in good time to permit other affected candidates to attend as necessary

9. Nothing in (1) - (8) above prevents a National Officer from fulfilling their function

AGM 2015 Director Election Submission Checklist

ROLE: NAME:

CONTACT DETAILS:

Signed:

Items for submission	Yes	No
<p>Administrative</p> <p>Completed nomination form</p> <p>Certified minutes of the relevant committee meetings which support your candidacy</p>		
<p>For validation/publication</p> <ul style="list-style-type: none"> • Your CV including FSB Experience relevant to the role (CVs will be subject to external validation) together with a statement matching your skills and experience to the critical skills grid for the role for which you are standing. • A Personal FSB Reference e.g. from an FSB source who has worked with the candidate (such as Regional Chairman or a National Officer) • A Business Reference • A 500 word profile for circulating to member if your application completed the approvals process • A recent high resolution colour photograph capable of meeting current print requirements • Transcript of the video which will be recorded for uploading to the FSB website 		
<p>Confirmations</p> <ul style="list-style-type: none"> • I accept and agree to abide by the electioneering rules and guidance notes; • I want to shoot a video and will attend the FSB offices as advised; • I want my photo to be taken by the FSB; • If required, I am prepared to take part in an 'as live', round table discussion with other candidates to be filmed, recorded and published online; • If required, I will participate in FSB organised hustings event(s). 		
<p>Consents</p> <ul style="list-style-type: none"> • I consent to my profile, photo and summary CV being published in First Voice. • I consent to my profile, photo and CV being published on the FSB website. • I consent to my video being published on the FSB website; • I consent to any footage of recorded discussions being published on the FSB website 		