



Supporting the hair, beauty
and barbering industries

REGULATIONS FOR THE NHBF BOARD

Implemented September 2020

1 Purpose

1.1 The board of the Federation (“the Board”) is the governing body of the National Hair & Beauty Federation (NHBF).

The Board has oversight of Hair & Beauty Mediation, the NHBF’s certified Alternative Dispute Resolution (ADR) provider, and Trust My Salon, the NHBF’s Consumer Code of Practice.

1.2 The Board’s purpose is to:

- Develop strategy, vision and mission, key strategic objectives and measures;
- Approve annual business plans and budgets;
- Hold the Chief Executive to account on delivering the strategy and business plan, as agreed and approved by the Board;
- Review financial performance;
- Have oversight of the NHBF’s policy on bank accounts and authorised signatories;
- Monitor use of resources;
- Approve policies;
- Fulfil its legal and statutory responsibilities;
- Appoint a Chief Executive;
- Have oversight of the Remuneration and Disciplinary Committees;
- So far as reasonably possible ensure compliance with the Rules of the Federation; and
- Set clear boundaries with operational issues.

1.3 Its role is to protect and promote the interests of NHBF and its membership as a whole, having regard to all interests and issues relevant to NHBF and its members.

2 Board Committees and external groups

2.1 The Board will appoint a Remuneration Committee and a Disciplinary Committee. For details of the Remuneration and Disciplinary Committees see their separate regulations.

2.2 The NHBF has representatives on some external groups, for example Coiffure EU, the Hair & Barber Council, City & Guilds Advisory Group.

2.3 Board members must have been on the Board for at least one year before they can apply for a position on committees and external groups.

2.4 Once appointed onto a committee or external group, Board members will normally remain on that group for a minimum of two years.

- 2.5 A position on any external group or committee will only be open for other Board members to apply for if the Board member currently holding the position has had it for at least two years.
- 2.6 Eligible Board members will be invited to put themselves forward to stand for election for vacancies on committees, external groups or to chair working groups each year. Elections will normally take place at the May board meeting.

3 Board meetings

- 3.1 The Board will normally meet 6 times per year, but this could vary between 4 and 8 meetings per year, subject to agreement by the Board members. Board members may be required to attend other events e.g. Annual General Meeting or training days. Dates will be set and notified in advance.
- 3.2 If a Board member is unable to attend a meeting, substitutes are not required, and observers are not needed.
- 3.3 The Chief Executive and Director of Finance will normally attend Board meetings.
- 3.4 Board meeting agendas will be drafted by the Chief Executive (or delegated member of NHBF staff), agreed with the Chair (normally the President) and circulated 10 working days in advance of the meetings. Meeting papers will be distributed electronically and as hard copy at least 5 working days in advance of the meetings. If any papers are to be tabled, hard copies will be provided on the day of the meeting.
- 3.5 All Board members are expected to have read meeting papers in advance (except tabled items) to ensure that time in meetings is used for decision-making.
- 3.6 Venues will be accessible, central locations, but meetings may also be held occasionally by teleconference or other virtual methods.
- 3.7 Reasonable travel expenses will be paid, in accordance with the NHBF travel and expenses policy.

4 Working groups

- 4.1 The Board will be informed of working groups established by the Chief Executive. They are convened for specific issues or tasks and for a limited time period until the task they have been set has been completed. Working groups do not have decision-making or expenditure authority. They report to the Chief Executive who will report monthly to the Board on the activities of working groups.
- 4.2 The purpose of working groups is to:

- Advise on developing strategy;
- Advise on key issues within their specialist area;
- Assist with developing relevant NHBF member services; and
- Complete other tasks as needed.

4.3 One Board member, who may chair working group meetings, will be invited to join each working group to liaise with the Board and support the Chief Executive.

5 Communication

5.1 Board members will receive a monthly report from the Chief Executive, including a set of monthly management accounts with 10 working days of the month end. The reports may contain commercial or sensitive information and must not be circulated to anyone else.

6 Eligibility

6.1 A member of the Federation is only eligible for appointment as an officer of the Federation and to membership of the Board if they have been a member of the Federation for at least one year and are over the age of 18.

6.2 If a casual vacancy arises in one of the Offices of the Federation or in the Board between one Annual General Meeting and the next the Board may appoint a member to such position, but the member shall then retire at the end of the next succeeding Annual General Meeting unless elected for the next year (as per Regulation 7.4).

6.3 Membership of the Board as a casual vacancy does not count towards the maximum period of office to which a Board member can be elected.

7 Appointment of officers and the Board members

7.1 Only Board members are eligible for the positions of President and Vice President. Nominations for the position of Vice President must be made within the Board member's first or second term.

7.2 There is no automatic right for the Vice President to become President when that post becomes vacant or for the President or Vice President to serve the maximum of 3 terms of office.

7.3 The Board will appoint the President and Vice President annually. Eligible Board members will be invited to put themselves forward to stand for election to the position of President and/or Vice President. The candidates will be invited to give a short presentation at a Board meeting on why they should hold the role of President or Vice President.

- 7.4 If there are only two candidates, the Board members present will hold a secret ballot. The person receiving the highest number of votes will be appointed. If there is a tie, the result will be decided by a draw.
- 7.5 If there are more than two candidates, the Board members present will hold a secret ballot to select a maximum of 2 candidates to go forward for election, after which there will be a further secret ballot. The person receiving the highest number of votes will be appointed. If there is a tie, the result will be decided by a draw.
- 7.6 Board members are elected by members of the region they will represent. The position will be advertised to all members within the region, who can nominate themselves. Applicants for the role will be invited to prepare a short statement on why they should be a member of the Board.
- 7.7 They will then be invited to meet (in person or electronically) three individuals, including at least two members of the Remuneration Committee and/or the Chief Executive to discuss the role of Board member. Reasonable travel and accommodation expenses will be paid where necessary.
- 7.8 If there are two or more candidates, the Remuneration Committee will select two to go forward for election. A ballot of all NHBF members within the region with voting rights will then take place (on paper and/or online).
- 7.9 If there is a tie, the Remuneration Committee will make the final decision.
- 7.10 If there is only one applicant and the Remuneration Committee considers the applicant has the necessary skills and experience, as set out in the role profile for Board members, that person will be appointed. If the Remuneration Committee considers the applicant does not have the necessary skills and experience for the role, the position will be re-advertised.
- 7.11 If there are no applicants at all, the position will be advertised in neighbouring regions. A ballot of all NHBF members within the region with voting rights will then take place (by paper and/or online).
- 7.12 The Board may co-opt up to two individuals with relevant expertise (Rule 7.4). Co-opted Board members have the same voting rights and responsibilities as other Board members. The appointment of co-opted Board members will be for a period of up one year and, if continued, it will be reviewed at least annually after that.
- 7.13 The appointments in Regulation 7 will take effect from the next Annual General Meeting.
- 7.14 A term of office is personal to an individual and cannot be transferred.

- 7.15 Board members shall hold office until the conclusion of the Annual General Meeting at which they retire unless they are re-elected.
- 7.16 When a Board member steps down from their position, they must return any NHBF property such as bank cards, chains of office or any other items of historical value they may have in their possession.

8 Terms of office

- 8.1 A Board member remains in office for three years and is eligible for re-election but only for a maximum of 3 consecutive terms of office following which there must be a break of at least one year before they are eligible again for election or appointment to the Board in any capacity.
- 8.2 If a Board member is willing to serve a second or subsequent term, members within the region will be informed, but may nominate themselves if they wish to stand for election (as per Regulation 7.4). If there are no nominations, the Board member will continue for a second or subsequent term.
- 8.3 If a Board member becomes an officer (President, Vice-President or Immediate Past President), they may be on the Board for longer than 9 consecutive years so they can complete up to the maximum term as an officer.
- 8.4 After completing the one-year term as Immediate Past President there must be a break of at least one year before that individual is eligible again for election or appointment to the Board in any capacity.

9 Proceedings of the Board

- 9.1 The members of the Board may regulate their proceedings as they think fit, subject to the provisions of the Rules.
- 9.2 At least two members of the Board may call a meeting of the Board, with the approval of either the President or the Vice-President, who will also approve the agenda.
- 9.3 If the purpose of the meeting concerns the President, approval must be given by the Vice-President (and vice versa) but if the purpose of the meeting concerns both of them, approval must be given by the Immediate Past President or at least two other board members.
- 9.4 Notice of the meeting may be sent by post to the registered or last known address of each member of the Board in the United Kingdom or by electronic communication to the registered or last known electronic communication address of each member of the Board at least 7 days before the meeting. Accidental omission to send any such notice or non-

receipt of any such notice by any member of the Board shall not invalidate any resolution or proceedings at the meeting.

- 9.5 If there are insufficient members of the Board to constitute a quorum, the remaining Board members at such time may act as the Board for the purpose of filling casual vacancies and for the purpose of convening the Annual General Meeting of the Federation but for no other purpose.
- 9.6 The Board may invite members of the Federation (who are not Board members) to a meeting of the Board to participate in discussion but such members shall not be entitled to vote.
- 9.7 All acts done bona fide at any meeting of the Board or of any committee of the Board or by any person acting as a member of the Board or Officer of the Federation shall notwithstanding the discovery of some defect in the election or appointment of such person or their disqualification be as valid as if there was no such defect or disqualification.
- 9.8 The Board shall cause minutes to be kept of:
 - 9.8.1 all elections or appointments of Officers of the Federation and of all other members of the Board and of all other officers or officials.
 - 9.8.2 the names of the Board members present at each meeting of the Board and of any committee of the Board.
 - 9.8.3 all resolutions and proceedings of General Meetings of the Federation and of meetings of the Board and of any committee of the Board.
- 9.9 Any minutes of any such meeting if purporting to be signed by the chairman of such meetings or by the chairman of the next succeeding meeting shall be prima-facie evidence of the matters stated in such minutes.
- 9.10 Minutes will be a record of key decisions and actions, not a verbatim record of discussions. Draft minutes will be sent to the Chair (normally the President) for approval within 5 working days of the meeting. Draft minutes will be circulated to Board members but as their contents could be commercial or sensitive, they are not for onward circulation.
- 9.11 Draft minutes will be included in the papers for the next Board meeting, where they will be signed by the Chair as a record.
- 9.12 A short summary of key decisions from the Remuneration Committee and, if applicable, the Disciplinary Committee, will be circulated with minutes of Board meetings.

- 9.13 The Chief Executive must call a meeting of the Board if requested to do so as set out in regulation 3.2.
- 9.14 The President shall chair meetings of the Board or if he/she is absent the Vice President or if he/she is absent Board members shall appoint a chairman of the meeting and may at any time revoke such appointment.
- 9.15 If the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Board members present may appoint one of their number to chair that meeting.
- 9.16 Questions arising at a meeting shall be decided by a simple majority of votes.
- 9.17 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 9.18 No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made.
- 9.19 The quorum for a meeting of the Board shall be not less than one half of the total number of the Board members or such number as Board members shall from time to time agree.
- 9.20 A Board member shall not be counted in the quorum present when any decision is made about a matter upon which that Board member is not entitled to vote. A Board member shall not be entitled to vote upon a matter in which they have a personal and/or commercial interest, which must be declared at the start of each Board meeting. At the discretion of the Chair, a Board member with an interest in an item may be asked to leave the room for that item so they do not take part in the discussion.
- 9.21 If the number of Board members is less than the number fixed as the quorum, the remaining Board members may act only for the purpose of filling vacancies or of calling a general meeting.

10 Financial oversight

- 10.1 At the Board meeting following each AGM,

- 10.1.1 The NHBF's policy on bank accounts and authorised signatories will be updated and reviewed by Board members; Board members will receive copies of the monthly management accounts which include a cashflow forecast, a profit and loss account with commentary, the balance sheet, investments and bank account summaries. The most recent set of management accounts will be on each Board meeting agenda.

- 10.2 If it is necessary to approve large items of expenditure (with a value of £50,000 or more) outside scheduled Board meetings, approval from Board members must be obtained in advance of such expenditure being incurred. Approval is needed from the President and Vice President and at least half of the other Board members before the expenditure can go ahead. If approval is not given, the matter will be added to the next Board meeting agenda.
- 10.3 Each year at a full board meeting on a date agreed by the Board:
- 10.3.1 a representative of the investment management company appointed by the Board will attend to provide a report on markets and the performance of the NHBF's investments; and
- 10.3.2 the auditors appointed by the Board will attend to present the audit findings and their recommendations and
- 10.3.3 the Board will receive a draft budget for the following financial year, which will be finalised at the following meeting. Budgets are reviewed and updated quarterly, and any significant changes are reported to the Board.
- 10.4 The Board periodically reviews policies on matters such as expenses, whistle-blowing and anti-bribery.

11 Conduct of the Board members (including officers)

- 11.1 Board members must:
- comply with the NHBF Code of Conduct (provided to Members as part of the joining process and published on the NHBF website);
 - observe the general principles set out in Appendix A of these regulations);
 - declare any potential conflicts of interest and withdraw from any meetings as required in accordance with the conflicts of interest policy of the Board;
 - comply with NHBF policy on the acceptance of gifts or hospitality;
 - not misuse any information gained in the course of Board duties for personal gain or promote their own interests or the interests of connected people or organisations;
 - act in good faith and in the best interests of NHBF;
 - complete a declaration of interests form annually; and
 - complete an induction programme (new Board members) or training as required.
- 11.2 Officers and Board members may be removed (in accordance with NHBF Rules).

12 **Board performance review**

- 12.1 Board members will complete a self-assessment each year to consider:
- The Board's effectiveness as a governing body;
 - Contributions made by Board members (as a whole and individually);
 - Willingness to challenge;
 - Team-working; and
 - Suggestions for improving how the Board operates.
- 12.2 The President will provide feedback for officers and Board members each year.

Appendix A - general principles of conduct

Members of the NHBF's governing body, the Board (including the President, Vice President and Immediate Past President) will observe the following general principles:

Selflessness

Board members will take decisions solely in terms of the interests of NHBF members. They will not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity

Board members will not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their duties.

Objectivity

In carrying out NHBF/NBF business, including making appointments, awarding contracts, or recommending individuals for rewards and benefits, Board members will make choices on merit.

Accountability

Board members are accountable for their decisions and actions to the NHBF membership and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Board members must be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands it.

Honesty

Board members have a duty to declare any private interests relating to their duties and to take steps to resolve any conflicts arising in a way that protects members' interests.

Leadership

Board members should promote and support these principles by leadership and example.