



# The Biodynamic Land Trust

Securing farmland, conserving a living, working countryside

## New Directors Policy

### Agreed process for elections and finding new Directors

1. From the third AGM a third of the directors shall retire annually. All elections to the board are for 3 years only after which a director must stand down but can stand for re-election if wanted to a total of 3 periods before taking a break from this role (see Rules points D7.1,7.2 and 7.5 in particular).
2. BDLT board will define its needs, and of the priority order of these needs prior to the search, for an additional member or a replacement member.
3. The Board members will seek potential people with these skills and attributes and suggest them to the Board.
4. Interested Land Trust members may express their interest in being a Board member at any time. The Board will consider this expression of interest and give a reply after the next Board meeting.
5. The Board will conduct due diligence on potential directors before they are invited to be a guest (see below point 7).
6. The Executive Director or Administrator contacts any agreed candidate, explains what it is to be a director (see *statement of duties as appended below*) and what the Board is looking for. If the person is interested they provide a short biographical sketch and expression of interest suggesting what they can bring to the board team and completes the skills form.
7. The potential candidate is then invited to join meetings for 6 months as a guest – starting with a face-to-face meeting.
8. A two way review is conducted after this period and decision to co-opt, or not, is made by the directors.
9. All co-opted directors will stand for election at the next AGM, unless they do not intend to continue.

## Statement of Board Members/Directors duties and responsibilities

As a nominated and duly elected (or co-opted) Director of the Biodynamic Land Trust there is the requirement that all directors will fulfil certain duties and responsibilities. Directors carrying the ultimate responsibility for directing the affairs of the Land Trust, ensuring it is solvent, well run, and delivering the outcomes for which it was founded and meets its charitable and legal obligations (see *the society Rules available on our website*).

The all Directors will uphold the values and objectives of the Land Trust.

### Objects (extract from the Rules of the Society)

- A2            *The Society is formed for the benefit of the community to operate as a land trust. Its objects shall be:*
- A2.1            *To promote for the benefit of the public the conservation, protection and improvement of the physical and natural environment particularly but not exclusively by using and/or promoting Rudolf Steiner's methods and principles of biodynamic agriculture and horticulture.*
- A2.2            *To advance the education of the public (and particularly amongst farmers) in all aspects of biodynamic agriculture and horticulture with particular emphasis (but not exclusively) on Rudolf Steiner's methods and principles.*
- A2.3            *To preserve, conserve and protect for the public benefit, the environment of the countryside through the prudent management, holding and farming of land and the use of natural resources including the promotion and use of biodynamic principles, processes and practices and related organic and sustainable land management activities.*

- A2.4 *To advance the education of the public by the dissemination of research and best practice in developing viable forms of agricultural and horticultural land trusteeship which secure food growing land in perpetuity.*

Further, it is necessary that a director will give adequate time and energy to the duties of being a Director. This will involve, as a minimum, preparing and attending Board meetings (2 or 3 day-long meetings and 2 or 3 conference call type meetings of max 2 hours each per year plus AGM) and carrying responsibility for some specific aspect of the Land Trust's activity or projects and responding to consultation from the Executive/Admin.

It is incumbent upon all Directors of whatever cooperative/charitable societies that they agree to act with integrity, to maintain in confidence any information or data obtained by them in the course of their service and to avoid or declare personal conflicts of interest. (See Rule D4.2)

To this end the Board requires that directors identify and promptly declare any actual or potential conflict of interest that are anticipated at the earliest opportunity. This may be done by notifying the Chairperson or Secretary who will duly record the matter in the register kept for this purpose, (form available for this).

Should a material conflict of interest arise in the course of a Board Meeting, or sub group thereof, the director should not vote on that matter and it may not be appropriate to participate in discussion of the issue. If it is felt necessary the Chair may request that that director withdraw for that part of a meeting.

If a director finds her/himself having a major or ongoing conflict of interest the director should consider resigning from the Board. The director will always keep the chair or secretary informed of changing or ongoing conflicts of interest.

Directors should not accept gifts with a significant monetary value, nor any lavish hospitality in relation to their activity for the Land Trust. Any personal gift or hospitality received while on the Land Trust's business must be declared and recorded in the register.

### **Excerpt from the Rules of the Society in relation to the Board:**

#### **Functions (extract from the Rules of the Society)**

- D1 *The Society shall have a board (in these rules referred to as "the board") which shall direct the affairs of the Society in accordance with its objects and rules and ensure that its functions are properly performed. Amongst its functions shall be to:*
- D1.1 *define and ensure compliance with the values and objectives of the Society and ensure these are set out in each annual report;*
  - D1.2 *establish policies and plans to achieve those objectives;*
  - D1.3 *approve each year's accounts prior to publication and approve each year's budget;*
  - D1.4 *establish and oversee a framework of delegation and systems of control;*
  - D1.5 *agree policies on all matters that create significant financial risk to the Society or which affect material issues of principle;*
  - D1.6 *monitor the Society's performance in relation to these plans, budget, controls and decisions;*
  - D1.7 *appoint (and if necessary remove) the chief executive (if any);*
  - D1.8 *satisfy itself that the Society's affairs are conducted in accordance with generally accepted standards of performance and propriety;*
  - D1.9 *decide whether to issue shares and the terms on which they are issued;*
  - D1.10 *decide whether to issue community bonds and the terms on which they are issued;*
  - D1.11 *determine the procedures and forms to be used for persons applying for shares and for the minimum allowable shareholding;*
  - D1.12 *decide whether to set up a Surplus and/or Reserve Fund;*
  - D1.13 *designate funds to Special Purpose or General Purpose; and*
  - D1.14 *take appropriate advice.*
- D3 *Except for the Custodian Trustee's nominee, co-optees and employees, only shareholders can be board members.*

D15.1 Any candidate for election to the board as a board member under Rule D14 shall submit a written statement to the Society in such form as the board from time to time determines. It shall set out the candidate's full name, address, and occupation, whether or not they are a resident and the reasons for their suitability to be a board member.

For further information see the BDLT's website or contact the Society Secretary or Executive Director.

## Skills, Knowledge and Experience useful for The Biodynamic Land Trust Board

An outline of Key areas of Experience, Skills and Knowledge to support management and develop the organisation

NAME	Main / professional describe	Ancillary describe
Understanding of the aims, objectives, values of the Biodynamic Land Trust		
Education / promotion of sustainable food and farming		
Facilitation of groups and community building skills		
Fundraising / building support / investment opportunities		
Communications, website, promotion and media		
Law/ Legal skills & understanding particularly in farm / agricultural tenancies		
Law/Legal, cooperative and company structures, charitable, general company formats and requirements		
Vision planning, Development and Strategic organisation		
Financial planning / commercial / entrepreneurial		
Meeting management and facilitation		
Land / estate management; land agency; land use planning		
Relevant Experience of Farming and Horticulture Understanding of biodynamic principles		
Knowledge of our existing land holdings		
Connections with relevant stakeholder, customer, geographical, interest groups		
Planning knowledge and skills		
Policy and Process		
Other useful expertise .....		

This form is to be completed and sent with a CV and personal statement of interest to the chairperson of the BDLT Board.

Any potential conflict of interest to be declared at the same time or in any case before the first Board meeting they attend.