



Normandy Community Shop and Cafe

Annual General Meeting

18 July 2023

1900

St Marks Church Hall, Guildford Road

Invitation to stand for the Board of Directors of the Normandy Community Shop and Café Limited

As a Community Shareholder of the Normandy Community Shop and Café Limited (NCSAC) you have the opportunity to become more involved in the strategic direction of Shop and Café by standing for election to the Board of Directors.

Members of the Board are appointed for three years. All retiring Directors are eligible for re-election. We are looking for up to four energetic and enthusiastic individuals, existing Directors may re-stand.

Normandy Community Shop and Café Limited **cannot function without an effective board**. This information pack includes details about how you can become part of the Board and, if this is something you are interested in, should be read in full.

If, after reading this, you would like to apply to become part of the NCSAC Board of Directors, please complete the application form below and return it by noon on **13 June 2023**:

By email: society.secretary@normandyshop.co.uk

By post: Normandy Community Shop and Café, Manor Fruit Farm, Glaziers Lane, Normandy, Guildford, GU3 2DT, marked FAO The Society Secretary.

Should there be more nominees than places available on the Board, there will be an election and ballot papers will be issued together with biographies of each candidate. If fewer applications than places on the Board are received then all the applicants will be automatically put forward to the Board and approved by Member vote at the AGM. Members are formally notified of the outcome of either process at the AGM.

Application process

To apply to join the Board of Directors please complete the attached form, including gaining the support of **two other members of NCSAC** who must sign your application form in the section indicated. **Members may only sign to support a maximum of two candidates.**

A list of members, who have agreed to be included on the register of members, is available to view. Please contact the Society Secretary (01483 904029) to arrange to view if required.

Applicants should produce a biography of no more than two hundred words in support of their nomination. If the number of applications exceeds the number of places available on the Board of Directors these biographies will be distributed to all our members together with ballot papers for election. If there are fewer applications than places available, the biographies will be made available to members at the AGM, and on the members section of the NCSAC website.



Normandy Community Shop and Cafe

Please note: if you hold a share jointly with others, only **one person** from that group may stand for the Board. Institutional members may also only nominate **one representative** to stand for the Board.

Roles and Responsibilities

The overall job of the board is to provide governance to NCSAC in the interest of the members and the community. The board will hold the management team to account by ensuring that the budget is met on a monthly basis and that there is a regular review of the business plan to ensure the business plan targets are achieved.

We are hoping to recruit people with a mix of skills and have identified some areas of expertise that would be useful to have represented on the board. However, of greatest importance is that Directors are passionate about the future development of the Normandy Community Shop and Cafe and that they have the time and energy to invest in helping shape the business.

Skills / expertise that would be particularly useful for Board members to hold include:

- Operations management
- Retail, Café, experience
- People management
- Business development
- Health & safety knowledge
- Legal expertise

In accordance with the Society Rules the Board will be able to co-opt up to two unelected individuals to the Board should there be any gaps in expertise.

The types of activities that the Board undertakes include:

- Considering business development opportunities and reviewing/updating the business plan regularly.
- Ensuring the staffing structure for the Shop and Café is fit for purpose. Directors will appoint to key management positions as required.
- Monitoring monthly financial, operational reports and marketing plans from the management team of the Shop and Café against the financial forecasts projected in the business plan and taking appropriate decisions where variances occur.
- Feeding back decisions to the management team and ensuring that board decisions are implemented by the management team.
- Liaising with the membership to develop plans for the refurbishment and improvement of the Shop and Cafe, including seeking capital funding and overseeing their implementation.
- Recruiting and supervising volunteers from the wider community where necessary to support the development of the Normandy Community Shop and Café.
- Planning and delivering the Annual General Meeting.
- Making recommendations to the membership of the Society regarding the application of surpluses in accordance with the Rules of the Society.

For an informal discussion about the role and requirements please contact any of the existing Directors

This is an entirely voluntary role.



Normandy Community Shop and Cafe

Level of commitment

It is anticipated that the Board of Directors will continue to meet monthly to ensure the continued smooth operation of the business. The board meetings will operate to a fixed agenda and are expected to last around two hours.

Meetings are held in general once a month either online or face to face at a location within the village in the evening.

In addition to the Board there are several sub-groups, which typically meet on a monthly or quarterly basis, presently these include:

- HR
- Marketing & Communication
- Finance
- Operations
- Products & Services

Director's liability

The NCSAC is a company registered under the Co-operative & Community Benefit Societies Act 2014 and enjoys limited liability in the same way as companies registered under the Companies Acts. The company is a separate legal entity from the members and directors. As such the directors incur no personal liability for actions undertaken as agents for the company, providing they act in good faith. However, in certain circumstances liability may be imposed by a court of law, for example, if the Directors are found to have knowingly acted wrongfully or fraudulently. We have Directors' and Officers' liability insurance. All debts incurred by the company are the company's liabilities and not directly the legal liabilities of the members or of the directors.

Anyone wishing to stand as a Director should meet the 'fit and proper person' test, as defined by HMRC. Factors that may lead to the NCSAC deciding that a member isn't a fit and proper person to be a Director include, but aren't limited to, where individuals:

- have been barred from acting as a charity trustee by a charity regulator or Court, or being disqualified from acting as a company director
- have been involved in tax fraud
- have been involved in other fraudulent behaviour including misrepresentation and/or identity theft
- are known by HMRC to have involvement in attacks against, or abuse of, tax repayment systems
- have used a tax avoidance scheme featuring charitable reliefs or using a charity to facilitate the avoidance
- have been involved in designing and/or promoting tax avoidance schemes
- have unspent convictions for bribery, terrorism and money laundering, misconduct in public office, perjury or perverting the course of justice
- are on the sex offenders register
- is not a NCSAC Society Member



Normandy Community Shop and Cafe

Timetable

1 June 2023 – Opening date for applications for the Board of Directors.

13 June 2023 - Closing date for applications for the Board of Directors.

If fewer applications than places on the Board are received then those applicants will automatically join the Board of Directors.

27 June 2023 – If more applications than places on the Board are received, a summary of those applications will be circulated to ALL members with instructions for voting for your preferred candidates.

11 July 2023 – Closing date for ballot (if held).

18 July 2023 – notification to members of outcome of election result.

Reference Material

NCSAC Society Documents - <https://www.normandyshop.co.uk/documents/>

FCA Mutual Manual - <https://www.fca.org.uk/publication/finalised-guidance/fg15-12.pdf>