



Director Candidate Information

Background

Since 1913, HF Holidays has provided holidays for over 4 million people and contributed to the growth of walking and other leisure pursuits as healthy, active and sociable holiday experiences. HF Holidays is registered as a cooperative society under the Co-Operative and Community Benefit Societies Act 2014, under a set of Rules (our constitution).

An award-winning British heritage brand recently certified by B-Corp, HF Holidays is a leader in providing walking and special interest holidays. Guests can choose from over 260 thoughtfully curated guided and self-guided tours and holidays in six continents, covering nearly 40 destinations in Europe and the rest of the world.

With over 110 years of experience creating walking and activity holidays worldwide, HF is passionate about enabling people to get out and explore the great countryside from the top to the bottom of the UK and stretching over 70 countries worldwide. We know best the ingredients for a great outdoor experience and how to select and train our walks leaders.

Experience and qualifications needed as a Director

Only members are eligible to stand for election as a Director. A candidate should offer relevant skills and experience for the strategic leadership of a major consumer business, demonstrate their interest in the Society, and have a wish to see it thrive for future generations. A candidate will have gained experience through leadership and/or board-level roles in public, private, or voluntary sector organisations. We are committed to Equity, Diversity and Inclusion (EDI) and expect that candidates will share this commitment. A diverse skill set is essential for the Board, and we would love to discuss your interest, even if you're unsure. We assess the current Board's skills and experience each year and identify the gaps that we now need to fill. The Board aims to enhance gender diversity. The accompanying **letter from our Chair** provides further information.

What does being a Director involve?

Time commitment

- The Board meets around six times per year, and Directors are encouraged to attend in person wherever possible. The attached **2024 Meetings Schedule** is provided to give an example of the time commitment required to attend all Board meetings and two or more Committee meetings. Remote attendance arrangements are available for those unable to attend in person. We understand that directors have work and other commitments. Most Board meetings will span two days, sometimes including Saturdays. There is usually a workshop scheduled for after lunch, on the first day and the board meeting on the second day, with an overnight stay. Board meetings are held at our country houses, a hotel, or at our office in Borehamwood. Travel expenses are reimbursed.
- Twelve Directors form the Board, which has six board committees: People/Remuneration, Performance, Product, Governance & Membership, Audit & Risk, and the Chairs' Committee.

- Directors are expected to serve on at least two board committees. Committee meetings are normally held virtually. Directors are expected, over time, to take on Committee Chair or Vice Chair roles.
- Directors are expected to participate in one 7-days Familiarisation Visit break or two breaks totaling 7 days at our houses.
- There will be opportunities for directors to represent the Board at an Investment Members' Break.
- Occasionally, the Board may assign one or more directors to conduct research and development work.
- Chairs and Vice-Chairs have additional responsibilities.
- The time needed to digest papers before each Board or Committee meeting varies. Between two and four hours of reading are usually required each time, and Directors are encouraged to provide their comments by annotating the papers using our on-line governance portal (Convene) prior to the meeting. Written and oral contact with other Directors and SMT between meetings is often needed, and those who chair the Committees will need to work with the Society Secretary to create agendas and review minutes.
- Candidates should inform the Society Secretary/Chair of any other significant, standing time commitments, e.g. employment at the time of their nomination for election. Once appointed, any Director should inform the Society Secretary/Chair of any significant changes in their time commitments. The director must ensure they can make sufficient time available to discharge their responsibilities effectively.
- Being an HF Holidays Director is a significant responsibility, and candidates are advised to consider (and discuss with us) the time implications carefully before applying. Directors normally serve for a term of up to four years and may stand again for election. If a director seeks to serve for a third term, there must be a year's break between two of the three terms.

The key responsibilities of the Board

- The Board sets the Vision, Culture and Values of the Society in accordance with its Rules and develops the Strategy to deliver them.
- Having agreed the Strategy, the Board agrees strategic objectives against which performance can be measured and monitors the achievement of these. However, it does not get involved in the operational day-to-day delivery of them, which is the role of the Senior Management Team
- The Board aims to operate with integrity and transparency, and encourage conduct that reflects the organisation's culture and values.
- The Board provides leadership of the Society to fulfil its obligations to members. The Board safeguards the assets by exercising independent and objective judgment and being held accountable for the Society's performance. The Board promotes the growth, development, and diversity of the membership and encourages members to exercise their democratic rights and actively participate in the Society.
- The Board is responsible for establishing an effective system of internal controls, including risk management and financial processes. This system ensures compliance with legal and regulatory duties, safeguards the Society's assets, and protects member interests. The Board manages resources effectively to maintain the Society's viability.
- The Board establishes robust governance processes that meet the requirements of its Rules. to enable effective decision-making, including appropriate delegation to committees, the executive, and staff members.
- The Board aims to have a diverse mix of skills and experiences to carry out its responsibilities effectively. The Board establishes procedures for professional development and succession planning for both the Board and the Chief Executive, as well as regular renewal of directors.
- The Board determines the appropriate levels of remuneration for the Chief Executive Officer and reviews the proposed remuneration for other members of the SMT, participates in the appraisal of the Chief Executive Officer, led by the Chair, appoints the Chief Executive Officer and the Society Secretary, and, where necessary, removes the Chief Executive and the Society

Secretary.

The Key Duties of the Directors

Directors are responsible for carrying out their legal duties in a manner that ensures the Society business operates successfully. They must give priority to serving the interests of the Society's members and protecting the society's assets by exercising independent and objective judgment.

Directors have three main duties: the duty of good faith, the duty of care, and the duty to obey the law.

The duty of good faith

- Truthfulness and honesty: act with complete integrity in all dealings with or on behalf of the Society.
- Confidentiality: individual directors are not allowed to disclose any society affairs outside of governing body meetings, except for information already in the public domain or expressly authorised to disclose by the governing body.
- Acting in the best interests of the Society: always ensure that the Society's interests come first and refrain from using the director position for personal benefit or advantage.
- Respecting collective decisions: accept and support decisions made by the Board in accordance with the law and the Society's rules, even if there is disagreement or if the Director voted against it.
- Avoiding conflicts of interest: Directors will avoid situations where their duties conflict with personal interests and must comply with the Society's rules and processes when conflicts arise.
- Directors will constructively challenge the proposed decisions of the Board and ensure that appropriate challenge is made in all circumstances
- Directors will monitor the senior management team's performance regarding agreed goals and objectives
- Directors will help develop proposals on priorities, risk mitigation, values and standards, and contribute to the development of the Society's strategy

The duty of care

- Directors must meet and display the same level of skill and care as a person with their background and experience carrying out the role would reasonably be expected to show.
- Where Directors lack the necessary knowledge and expertise, they should either undergo training or bring additional skills onto the board.
- Directors must read the papers before the meetings and arrive properly prepared. Directors are expected to have sufficient knowledge of the Society and its business and to understand the risks it faces.
- Directors must ask questions, request clarification if further information or explanation is needed, and constructively challenge the senior management team members when not satisfied with the answers given. The directors must identify the information needed for an effective Board and encourage provision of good, summarised, timely information.
- Directors will take advice from the management team and independent advisors, when appropriate, in the best interests of the society.
- Directors must disclose any material interest to the board as provided for in the rules of the society. Directors should also do this in conjunction with the Conflict of Interest Policy that the Society adopted and the Code of Conduct for Directors as approved by the board.
- Directors must show their commitment to the Board, carry out their role to the highest possible standards and commit to ongoing professional development.
- Directors must act with due diligence in reaching decisions
- Directors have a duty to uphold the highest standards of integrity, probity, and conduct and to foster good relations, especially with the Chief Executive Officer, the Society Secretary and the senior management team. They will support them in promoting the Society's values.

- Directors will support a positive culture throughout the Society and adopt and encourage behaviours in the boardroom and elsewhere that exemplify the cooperative culture and values

The duty to obey the law

- Directors must obey the law and must also comply with the Rules adopted by the Society.
- Directors must use powers that they are given for the purpose for which they were given.
- When making decisions and using their authority according to the law and the rules of the Society, directors must act in good faith, considering what they believe to be the best interests of the Society, and not for any other reasons. The interests of the Society are the interests of the members as a whole, both present members and future members.
- Directors must always consider any issue independently while honestly seeking to pursue the interests of the Society.
- Directors must not misuse or disclose the Society's information or property. Directors must feel confident that they may hold discussions in private, which will usually be possible in closed-session meetings. They will meet periodically with the chair to discuss issues of concern or interest. The Director could be suspended or removed from office if confidentiality is breached.

Induction and refreshing of skills

The Society provides an Induction Programme for new directors, which includes training, presentations and face-to-face and online opportunities to meet the Chair and Vice Chair, the senior management team, the Society Secretary and the other directors.

New Directors are given every opportunity to develop their understanding of the Society's current strategic and financial position and to be effective as soon as possible.

It is essential that new Directors become conversant with the Society's structure, ethos, governance and business activities, its strategy and the main areas of risk.

Directors will:

- participate in the Society's Board induction programme, including the Board Buddy Scheme, attending briefings, meetings and reading induction and briefing materials
- familiarise themselves with relevant documents including those that form part of the Board Handbook, in particular with respect to the risks facing the Society
- take opportunities to develop and refresh their knowledge and skills and ensure that they are well informed with respect to the main areas of the Society's activity.

Between the AGM and the first Board meeting

Elected Directors will receive new Director induction materials, including the Board Handbook, recent Board meeting minutes, and details of the programme of induction meetings. They will be provided with an iPad (or similar) to use solely on HF business and as a login to our governance portal, *Convene*, where they can access all relevant information. The Chair and/or Society Secretary will discuss appropriate Committee membership.

If you are interested

If you feel that you have the skills and experience to contribute to the future of HF Holidays, please contact the Society Secretary, Manuela Gordea, at manuelagordea@hfholidays.co.uk who will discuss the role and your experience with you and provide you with the opportunity for further discussion with a current Director and to attend a Candidate Forum.

We organise online Candidate Forum sessions to allow further discussions about HF Holidays with others, including other candidates, the Chair/Vice Chair and Chief Executive/SMT members. Candidates will be invited to book attendance on one of the following provisional dates: 20 November 2024 and 27 November 2024 from 1 pm.

HF Holidays' Director Candidate

How to apply

If you choose to apply, we ask that you complete our **Application form**, which includes your Election Statement, and must be signed by two members who wish to nominate you.

When completing your application statement, you should consider how best to demonstrate to members why you, with your skills, experience and approach, would be an effective director for HF Holidays and add value to the Board. For instance, there may be interest in how long you have been a member yourself, how active you are in taking our holidays, what relevant skills and experience you bring and how the time and commitment you would bring to the director role could benefit HF Holidays. Please note that those in receipt of remuneration from the Society may not serve as a Director, but this does not include fees, allowances, accommodation or incentives received by HF Holidays' leaders.

You should submit:

- a recent head & shoulders photograph (within one year of the date of application) The photograph should be submitted electronically as a print quality jpg file (i.e. 300dpi) to assist in its reproduction
- the attached Director Candidate Application Form, which contains the Election Statement, reviewed and signed by your two nominators

Your Election Statement must not exceed in aggregate 500 words. The Election Statement must relate to the affairs of the Society. It must not contain matter which, in the opinion of the Board, is defamatory or materially injurious to the Society's goodwill. If it is considered that it should not be published, an opportunity to revise will be given, but if an acceptable revision is not received before the publication date, the candidate will be included in the ballot without a statement.

In the statement, each word, including those such as "a", "and" and "on", is counted as one. Number groupings such as "18" or "1979" also count as one

The candidate's name and the names of two nominators are not counted but will be published in the notice of election and on the ballot paper

The statement will be published as received; no amendments will be made

Director Candidate Application Form (including Election Statement) and photo must be received on or before **31 December** in the year preceding the Annual General Meeting from which the candidate seeks to serve. Please send your application by email to the Society Secretary Manuela Gordea at manuelagordea@hfholidays.co.uk