

GLENWYVIS

DISTILLERY

Committee Membership Policy

Background

The Community of our Shareholders, and the wider Community, particularly within the IV postcodes, have a legitimate interest in the activities of the GlenWyvis Distillery CBS (the Distillery). The Management Committee is responsible for the management of the Distillery. Members of the Committee (Directors) are elected by the members at General Meetings or co-opted by the Committee in the case of a casual vacancy.

Nothing in this policy will override any of the rules of the Distillery.

Stakeholders

The Directors have responsibilities to several different groups under the Rules of the Distillery and the general law (especially the Companies Act 2006). These include the Members, the Community, employees and creditors.

The Management Committee

Rule 2 of the constitution of the Distillery delegates the management of the Distillery to a Management Committee and grants them authority to use all of the powers available under the Rules. In turn, the Committee may delegate aspects (or all) of the management to others.

Rule 5 sets out the framework for the appointment of Directors and the operation of the Committee.

- Each director must be a member of the Distillery.
- There will be a minimum of three directors and no more than twelve.
- Co-opted directors may not exceed one quarter of the number of directors.
- Elected members serve for no more than three years, after which they may offer themselves for re-election. Co-opted members serve until the next Annual General Meeting (AGM).
- Under this **policy**, a co-opted director will not be re-appointed as a co-optee, but must submit himself for election in order to continue in office.
- All Directors must agree to be bound by the Code of Conduct approved by the Committee from time to time.
- A minimum of three Directors must be present for a Committee meeting to be quorate and transact business.
- Meetings may be held face to face or with Directors being connected electronically and written resolutions (communicated in writing or electronically) are also valid.
- Directors are required to disclose any conflicts of interest between themselves, their spouse, partner or immediate family and the Distillery.
- Directors are unpaid for their services as members of the Management Committee, but may be reimbursed for reasonable expenses.

Office-bearers

The Management Committee will appoint, from among their number, a Chairperson, Vice-Chairperson and Finance Director (Treasurer). The Chairman has a casting vote in the event of a tied vote. **Under this policy**, it is agreed that the Chairman will use his casting vote to favour the status quo, even if that is different to his own vote.

Attendance by Members at meetings of the Management Committee

If any Member of the Distillery is invited to or requests to attend a meeting of the Committee, or a part of such a meeting, then that Member shall agree to keep the content of the meeting confidential, and declare any interest in any business to be discussed while he is present. The Committee may require him to sign a non-disclosure agreement as a condition of attendance.

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Management Committee membership policy

If the Management Committee is to fulfil its dual role of representing the interests of Stakeholders and overseeing the management of the business of the Distillery, it must have a membership which reflects those responsibilities. Therefore, it needs to have members who reside in the community and those who have relevant business experience. In addition, the Distillery will bear in mind that no group should be favoured among another in respect of such matters as gender, ethnicity, religion etc.

Under this policy the preferred size of the Board will be nine Directors.

1. All Directors must be able to show an affinity with the area, and this must be included in any statement presented to the wider membership, when offering themselves for election.
2. The following business skills are considered important for the effective management of the business of the Distillery:
 - a. Industry experience
 - b. Operational management of a commercial or industrial business
 - c. Financial management
 - d. Sales and marketing
 - e. Estate management
 - f. Personnel management
3. The Distillery will aim to ensure that at least half of its Directors live in the Community, defined for this purpose as the 'IV' postcode.
4. In the event that the Committee is lacking in any category, it will endeavour to co-opt a Member with the appropriate qualification.

Elections to the Management Committee

Elections normally take place at an AGM, but also may take place at a Special Members' Meeting.

1. Every candidate for election to the Management Committee will present a brief statement setting out their credentials for election. In applying for election they agree that this statement shall be included on the Distillery's website and circulated to its Members.
2. The Management Committee reserves the right to recommend particular candidates, in respect of their business skills only, but must give the reasons for its recommendations.

Adopted by resolution of the Management Committee	8 March 2021
Date Last Reviewed	8 March 2021
Responsibility for monitoring and review of policy	Company Secretary