

1.1 Introduction

The Civil Service Motoring Association was formed in 1923. The intent was to enable Civil Servants with an enthusiasm for Motoring and Motorsports to enjoy their interests in a 'Club' environment whilst gaining the benefit of collective 'buying power' to provide cheap insurance, spares, oil and petrol. The expertise, acumen and team-spirit of the Members and their chosen leaders grew this enterprise into a significant, 'not-for-profit' business that today has over 150,000 members.

The purposes of the Civil Service Motoring Association Ltd, a company limited by guarantee are detailed in The Memorandum of Association originally defined in 1930 following formation of the 'Club' in 1923.

This handbook provides the detailed requirements, guidance, background and sources of information to enable Members to work together to run their Club in an effective, compliant and enjoyable way.

Governance of the Association

The Board of Directors

The role of the Board of Directors is the overall stewardship of the Association, as defined by the Memorandum and the Articles of the Association and in accordance with the requirements of the Companies Acts and other legal obligations. The Board is responsible for setting strategy and overseeing the conduct of the business and activities of the Executive Team, subsidiary companies and the Club Council. It is also responsible for setting the financial budget, approving the Business Plans for each operating entity, risk management, monitoring management performance and ensuring that all major issues affecting the business and its affairs are given proper consideration. The Board must also fulfil its statutory obligations for compiling and filing Company Accounts and reporting to Stakeholders at the Annual General Meeting.

The overarching principle for the organisation is Accountability. At the highest level the Association Directors and certain other Club Officers are elected by and accountable to, the entire Membership through the Annual General Meeting and the prescribed electoral processes. The Member Community is a self-governing body accountable to the Board for the provision of specialist activities and events. The legal entity responsible for the Executive and Commercial operations of the Association is 'Motoring & Leisure Services Ltd' and is accountable to the Association Board and regulated by the Financial Conduct Authority.

As with the Board, the process for election of members to the Club Council are prescribed in the Articles of Association with accountability to the full membership. The new Articles adopted in 2005 introduced an overarching Body of Governors to safeguard the Association ethos established since its inception in 1923. The Terms

of Reference for the Governors, the Club Council and all its constituent elements are defined in the Club Handbook.

The structure of the Board is designed to ensure that in addition to the usual fiducial responsibilities of Directors, member interests would prevail through the majority of Directors being directly accountable to the Membership through the designated democratic processes.

The Board structure currently comprises ten Directors:

- **Two Association Officers** - elected directly at the AGM by the Membership
 - Association Chairman
 - Association Vice Chairman
- **Two Club Directors** - elected by the Club Council
 - Club Leader
 - Club Treasurer
- **Two Non-Executive Directors** - Appointed by the Main Board
- **Four Executive Directors (of M&L Services Ltd)** - Appointed by the Main Board
 - Chief Executive Officer
 - Chief Marketing Officer
 - Chief Financial Officer
 - Chief People Officer

This structure provides a simple majority of Directors elected by the Membership. It also conforms to the Corporate Governance codes by having a majority of Non-Executive Directors.

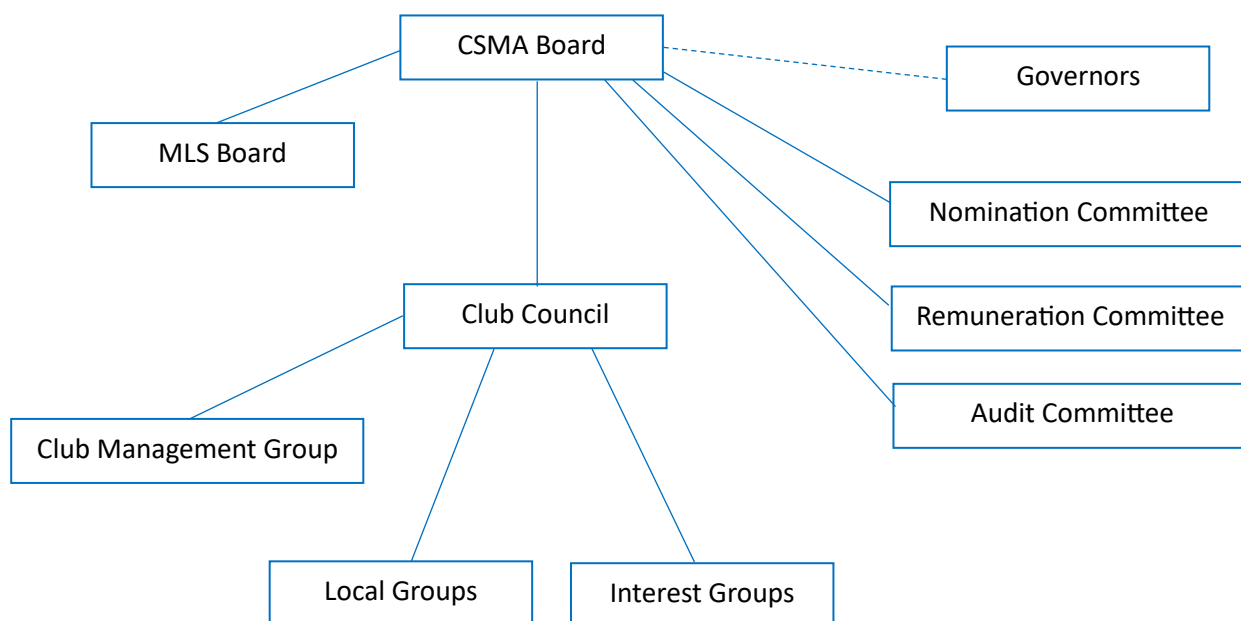
Association Officers have tenure of three years; Club & Member Directors have tenure of three years and Independent Non-Executive Directors tenure as appointed by the Board. The Executive Directors have a defined service contract set by the Board.

Governed by Members

From its inception, the active membership of Boundless has provided the Leaders and Leadership that has created the 'Club' we know today. They developed, selected and negotiated a wide range of benefits and 'good deals' for Members with the top suppliers from commerce and industry. Indeed, it was a 'Club' decision to establish a Board of Directors from its members in order to address the legal and legislative matters associated with the major business demands of the thriving success that CSMA had become by 1980. Whilst Policy and Strategy are now

matters for the Association Board of Directors, the active members remain key to future success by championing motoring, sporting and leisure activities at both local and national levels, whilst also sustaining the 'Club' ethos and providing a continual supply of future Directors and Association Officers.

Following several governance reviews a top-heavy system evolved into a simpler more efficient structure as shown below:



The Board of Governors

The new role of Governor was established in 2007 to provide checks and balances on governance matters overarching the Board, the Executive, the Club Council and general Membership. Their influence is exercised through interactions with members of the main management and governance bodies, such as the Board, Club Management Group, Club Council and Interest and Local Groups. Governors have privileged access to the development of policy matters and strategy affecting the ethos and culture of the Association and they are required to provide a definitive report on their findings to the Membership at the Association AGM. They also act as a Body of Appeal on grievances and individual Membership matters.

Meetings of the Governors are chaired by the Association President if the Association has one, or by a chosen Governor for each meeting in the absence of a President. The Articles make provision for a total of eleven Governors including the President. Governors are drawn from the Membership, nominated by the Club Council and ultimately appointed by the Chairman of the Board. Governors are selected on the basis of their expertise, professional experience, involvement in corporate governance, or their intimate knowledge of CSMA and its workings.

To ensure independence, Governors are required to relinquish any other CSMA post on appointment.

The Club Council

The Association provides all Boundless by CSMA Members with the opportunity for active participation and involvement in organising and enjoying local group events and national specialist motoring, motorsport, camping, caravanning, travel and leisure activities. The active Club committees also influence and monitor the wider range of commercial, financial and leisure benefits provided by the Executive.

The Articles of Association recognise that these active Members are and always have been the heart of the 'Club'. The day-to-day work done by the active Club Leadership in providing events and activities creates opportunities for all Members and their families to meet with other like-minded people and enjoy these leisure pursuits and find fellowship in a 'safe', club environment. This provides a sound and effective foundation, capability and structure for influencing the long-term success of the Association.

Involvement also enables individuals who have Leadership potential to be spotted, nurtured and developed with the possibility of standing as candidates for higher office in the Association as Board Members.

The Club Council is the senior body of the active membership. It is accountable to the Association Board for developing a strategy and an Integrated Business Plan for cost-effective delivery of an attractive and stimulating programme of local and national events and activities. It is accountable to the members at large for its conduct and overall performance through the ballot box.

The Club Council comprises the Club Officers, Leaders of the Camping and Caravanning Interest Groups and an elected Motoring Groups Leader, up to two Independent Council Members and three Local Group Representatives. The structure ensures that all sectors, interests and operating disciplines are represented whilst minimising the numbers involved.

With the exception of the Executive support staff, all Council Members are elected through defined democratic processes. They are fully accountable to their constituencies and to the Board.

The Club Council is led by the three Club Officers who are each elected from the Club Council by their colleagues.

The Senior Officer is the Club Leader who is automatically a member of the Association Board and elected as a Director. The Club Treasurer is also automatically a member of the Association Board and elected as a Director with a focus on planning, financial and integration matters. The Chair of Club Council helps to share the administrative and operational workload of the Officers.

Geographically, local membership is represented through Local Group Representatives. There are currently ten nationally based Interest Groups which focus on Motoring, Camping & Caravanning, and Social activities. There is provision for two elected Independent Council Members and additionally 2 further

Independent Council Members can be co-opted in non-voting positions on a task and finish basis as determined by the Club Council.

The strategy, business planning, communications, benefit delivery and resources required to enable the active Club to operate and deliver its commitments are the responsibility of the Club Management Group which reports directly to the Club Council.

As part of its communications remit, the Club Council may hold meetings to which all Council Members and their direct reports are invited.

The Terms of Reference for the Club Council are contained in section 4.1 of the Handbook.

The Club Council

For all matters relating to advice or support for individual volunteers and groups, or to obtain the contact details for the Club Leadership, please contact the Member Communities Team based at the Association's Head Office in Brighton.

Tel: **01273 744 763**

Email: membercommunities@boundless.co.uk

Address: Member Communities Department

21 Station Street

Brighton

BN1 4DE