

Election Returning Officer - Guidelines

The following guidelines were produced at the request of the new ERO, who was appointed by the Board of Directors in November 2013 and revised in early 2017 to reflect changes in The Articles and experience of the 2016 election. This document provides:

1. Schedule of work for the ERO
2. Guidelines on how to validate the candidates' election statements.

Where these guidelines differ from past practice there is no suggestion that past practice was wrong or entitles any past candidate to retrospective reassessment.

These are only advisory guidelines and not strict rules for the ERO to follow. The primary aim for the ERO is to run a fair election and not to disadvantage anyone, and the ERO can use his judgement to achieve this aim. Failure by the ERO to adhere to these advisory guidelines does not invalidate an election. A decision to re-run an election (in part or in whole) will be made by the Board in consultation with the ERO.

SCHEDULE OF WORK FOR THE ERO

Where it says that the 'ERO will ensure...' it does not necessarily mean that the ERO does the work themselves, but may delegate it as appropriate.

The ERO will be compensated for all out-of-pocket expenses, such as travel to the AGM and postage.

Period A - Prior to opening date for nominations – 1st January

1. The ERO will ensure that a nomination form is available on the Railfuture web-site prior to dispatch of the last Railwatch arriving before 1st January. Note: this form will need amending every year to change the year and any other necessary changes. The revised form will be approved by the Board before 1st January each year.
2. Liaise with the *Railwatch* editor to ensure that the period for submitting nominations (1st January to 1st February inclusive) and link to the web-site page describing the election process, which includes the nomination paper, is included in the edition arriving before 1st January. Note: it is suggested that this information should be included in all editions of *Railwatch* to encourage members to consider standing.

Period B - Nominations may be submitted – 1st January to 1st February

Processing of nominations

1. The ERO may receive nominations by any acceptable route, such as post or e-mail. If they arrive before the opening date (1st January) this is acceptable but the ERO should not act upon their contents or correspond with the candidate until the opening date.
2. Only the current year's nomination form is acceptable. A form from a previous year must be rejected and the candidate informed.
3. Completion of the ethnic monitoring form is optional and does not have to be returned.
4. During this period the ERO will do nothing to encourage other candidates to stand, dissuade them from standing or allow them to change the statements in competition with other candidates. Therefore the ERO will not inform anyone (see the exception

below) of who has and has not stood as a candidate nor reveal the contents of their statements.

5. Candidates should not normally resubmit their statement (unless requested to do so by the ERO, see guidelines) as it may imply knowledge of other candidates' submissions. However, the ERO has discretion to accept a revised statement – for example because the candidate has spotted an error or events since submission have nullified points made in the statement.
6. The ERO must be satisfied that the candidate has given their consent to stand, and that the proposer and seconder have also given their consent to nominate the candidate (although they are not required to know of, or support, the candidate's statement). If the nomination has been submitted electronically then the ERO should use alternative verification in lieu of a signature on a paper form, such as contacting the individuals by e-mail. The ERO should retain evidence of the verification performed.
7. The ERO must check that the candidate, proposer and seconder are current members of the Company (not under suspension). This should be verified against the list of members.
8. The election statement is the only opportunity that the members have to choose whom to vote for. It is therefore vital that the statements are factually correct and fairly represent the candidates' activities, experience, knowledge and performance. The ERO has total discretion on making this judgement and may seek advice from the Company Secretary (who has access to the Company records) in reaching his conclusion. The ERO may therefore disclose all or part of a statement with the Company Secretary, who must also maintain the same burden of impartiality and confidentiality during this period. If it is felt necessary to obtain evidence from another source then the reason for asking should not be given and the candidate's identity must only be divulged when necessary. Any officer of the company is required to supply the company secretary with whatever information he requests, no explanation is needed and that individual must not disclose any information to a third party.

Communication with candidates

1. The ERO must remain impartial and should not offer help to candidates to improve their chances of success.
2. As a courtesy the ERO should aim to inform candidates that their nomination form has been received and is valid.
3. The ERO should inform candidates, in a timely manner, of anything that may cause them to be disqualified, such as the candidate, proposer or seconder, not being current members, so that they have time [1] to renew the membership or find another person. However, any change of proposer or seconder for this reason must be confirmed by the closing date for nominations.
4. The ERO should inform candidates, in a timely manner, if their statements exceed the word count or do not meet the required levels of acceptability and give them the opportunity (if time allows) to make amendments.

[1] The ERO is also a volunteer and has to fit this role around their other commitments. The candidate needs to give the ERO sufficient time to respond.

Period C - Closure of nominations to dispatch of ballot papers

Processing of nominations:

1. Any nomination arriving after 1st February must be rejected. There are no scenarios for accepting it. The candidate is solely responsible for ensuring it arrives on time.
2. Mail should not be sent by recorded delivery as this may be inconvenient for the ERO who may not be at home to receive it. However, if it is sent by this manner then providing the mail was attempted to be delivered before the deadline it will be accepted even if the ERO had to arrange for it to be delivered after the deadline.
3. Some candidates offer to withdraw to avoid the costs of an election. The ERO should give no information about the number or identity of candidates that might lead them to withdraw or not withdraw.

After excluding candidates who have been disqualified or have withdrawn:

- If the number of candidates for directors does not exceed the number of vacancies then this will be declared on the AGM notice.
- No statements or ballot papers will be produced.
- The Chairman should be informed immediately.
- Advice of the fact that there will be no election should be advised to the membership by any suitable means available.
- Candidates statements will however be circulated with the AGM papers and posted on the Railfuture website.

If there is a contest for directors then:

1. The ERO should tell the chairman (or acting chairman or vice chairman) immediately after the closing date for nominations, how many candidates are standing.
2. The ERO should soon after 1st February inform the chairman (or acting chairman or vice chairman) of the names of the candidates and their election statements. However, this must be done at least one week before the statements are to go to the printer in case there is any reason known to the chairman or the Board why a candidate may not be eligible to stand (such as failing the criteria imposed by the insurers) or something in the statement that may be actionable.
3. Where any candidate has not submitted an acceptable statement in the view of the ERO, who has complete discretion, then the ERO may make any revisions deemed necessary. The ERO may, at his discretion, seek to find a form of wording that satisfies both him and the candidate but no new content may be added after the closure date for nominations. As a courtesy the candidate should be informed of the changes made.
4. The ERO will produce a document containing the candidates' statements. This commences with an explanation of the role of the directors and the list of incumbents. The ERO may add a statement below any candidate's election statement to inform members of any particular issues the ERO considers should be drawn to their attention. The ERO has discretion to choose the order in which candidates are listed – a randomly generated, or alphabetical order, may be considered fairest – and this should be stated on the sheet.
5. The candidates' statements should be printed as submitted (apart from any changes made by the ERO on the grounds of acceptability). Spelling mistakes, poor grammar and incorrect punctuation should not be corrected. The text within the statement should not be reordered, but the layout may be modified to fit the available space.
6. The ERO should ensure that arrangements are made for printing the candidate statements, for sending to members by post, e-mailing the PDF to members choosing electronic communications and uploading the PDF to the web-site.

7. The ERO should produce a ballot paper (without the unique number, obviously) listing the candidates in the same order as on the candidate statements. Each class of membership is entitled to one vote (Article No. 24).
8. The ERO should ensure that arrangements are made for printing the candidate statements, for sending to members by post, and e-mailing the PDF to members choosing electronic communications. In both cases a mechanism is required for printing unique number on each ballot. The ERO must make a record of the number ranges of the ballot papers sent out.
9. The ERO should ensure that the electronic voting facility has the list of candidates and has been correctly configured for the number of positions available.

Note: at the time of writing the process for sending ballot papers or ballot numbers and passwords by e-mail has not been fully decided so the above is indicative.

Period D – Dispatch of ballot papers to closure of ballot

1. The ERO should provide replacements for missing ballot papers on request subject to being satisfied that there is a minimal risk of the member casting two votes.
2. To ease the workload the ERO may count ballot papers arriving before the closing date but must not disclose any results to any person prior to the closing date. (The counting of electronic votes will be done instantaneously once the closing date has been reached.)
3. Business Continuity: The ERO must keep the ballot papers together in a place that someone else in Railfuture is aware of (preferably in a box marked “Property of Railfuture”) and should have provided Railfuture (e.g. the Company Secretary) with a written letter of authority to allow these ballot papers to be collected in the event of the ERO’s death, hospitalisation etc.
4. During this period the ERO should be aware of the activities of the candidates, in particular ensuring that they have abided by the ‘no electioneering’ clause on the nomination form that they are required to adhere to. If there is any evidence that this has been contravened then the ERO should investigate and use his judgement on how to proceed. All candidates must be treated equally, which means that all candidates must be made aware of any official complaint about a candidate or the running of the election (from whatever source it originates). The ERO has the discretion on whether to reveal the identity of the complainant(s). The ERO must not, however, solicit or encourage any complaint or other action from candidates or other members.
5. It is the role of the ERO to police the election - not the Board. The Board may draw matters to the ERO’s attention but, unless overruled by a formal vote of the directors, the ERO is in sole charge.

Period E – Closure of ballot to announcement of results at AGM

1. The ERO should ensure that all paper ballot papers returned are legitimate (i.e. not forgeries, duplicates, or photocopies, although ‘print at home’ may be supported), for example, by sorting them into ascending numerical order no duplicate numbers should occur.
2. Where more candidates are marked than allowed then the ballot paper should be considered spoilt. The ERO has total discretion on deciding which papers have been spoilt. The number spoilt should be counted and announced at the AGM.

3. The ERO should ensure that no-one has voted both electronically and on a ballot paper (the same numbers should be used for each). If they have, the ERO should choose a method of deciding which to discard (he may choose to reject both, treating it as a spoilt ballot) and apply this consistently in all cases. The number discarded should be counted and announced at the AGM. The decision criteria employed should be stated.
4. The ERO should ensure that the count of the papers is accurate, conducting a second and third count if necessary. If a candidate has withdrawn, or has been disqualified, then the votes for that candidate should not be counted. Where a member has voted for too many candidates it shall still be considered spoilt even if subtracting votes for withdrawn or disqualified candidates would have been within the limit (this also avoids having to perform a recount).
5. The chairman (or acting chairman or vice chairman) should be provided with the results as soon as they are known after the closing date. Normal practice is not to reveal the results to candidates.
6. If the ERO is available he should attend the AGM and announce the results and take questions from the floor, otherwise a written report will be read out. Normally the results are included on a PowerPoint slide and revealed as the ERO speaks.
7. The ERO should formally advise all candidates of the result after the AGM.
8. In the event of a tie in the election for last place, the last vacancy will be filled by drawing lots at the first Board meeting after the AGM.

Period F – Beyond AGM

The remaining ERO responsibility is to seek consent from the new Board at its first meeting to destroy the ballot papers. The ERO must inform the Board of any complaints about the election process before this decision is taken. The time between the AGM and the first Board meeting is considered sufficient for a complaint to be made.

Additional Notes

Candidates may withdraw at any point between submitting their nomination and up to the announcement at the AGM. Notice to do so must be in writing (e-mail on a proven e-mail address is considered as being 'in writing').

If a candidate withdraws after the count is completed but prior to the announcement at the AGM then the other candidates move up one position. From the moment the results are declared no losing candidate may become elected because an elected candidate fails to take up office or subsequently resigns. The Board may co-opt directors (until the next election) entirely at its own discretion taking no account of the candidates at previous elections.

The ERO may disqualify a candidate at any time but must make known the reasons to the candidate(s) and to the Board at the same time. The ERO may request the Board to deal with a situation that may result in a disqualification. In that case the law requires that all members of the Board (which may include candidates standing in the election including the affected candidate) be allowed to decide the outcome.

Further information can be found on the Railfuture web-site at:

- www.railfuture.org.uk/elections
- www.railfuture.org.uk/Railfuture+organisation

GUIDELINES ON VALIDATING THE CANDIDATES' ELECTION STATEMENTS

The nomination form contains an explanation of what should be entered, such as the maximum number of words. The ERO shall determine what constitutes a 'word' and apply it consistently to the statements of all candidates, editing statements where necessary to reduce the word count to within the limit. Candidates should be advised of any revisions made to reduce the word count. In the event of a major revision to the statement being required, the candidate should be advised and asked to produce a new compliant statement.

1. Bringing the Company into disrepute:
 - a. Candidates should not use their statement as a platform to 'sound off' about Raifuture; this rule prevents disgruntled members or interlopers from standing for election just to criticise
 - b. A candidate's statement should not be likely to lead to disaffection amongst the membership and a loss of members
 - c. Candidates may mention things about the Company that can be improved or have been improved but examples of failures and inadequacies should be relevant to the case they are putting forward and should not be disproportionate
 - d. Candidates should not make personal attacks on any individual by name or their position; any statement that may be actionable must be removed by the ERO.

The ERO is an officer of the company and is protected by its directors' and officers' insurance. To the limit allowed by the law, the Board removes from the ERO the consequences from failing to realise that a candidate's statement is actionable. The ERO must take care not to introduce any actionable content when editing statements.
2. Fairness to other candidates:
 - a. Candidates should primarily promote themselves, rather than other candidates. It may be fair to write 'I worked with X to ...' but writing 'I worked with X, who is the most talented person I have ever met, to ...' is clearly encouraging voters to see X in a favourable light.
 - b. Candidates should not seek to enhance their chances of being elected by directly attacking another candidate.
3. Focusing on the future:
 - a. Members want to know what a candidate will seek to do if elected and what they can bring to the Board. Candidates may provide evidence of what they have done in the past to support their ability to deliver what they are promising but this should be proportionate and supportable. Candidates ought to recognise that what worked in the past may not necessarily work now.
4. Contentious Comments:
 - a. Candidates should not misrepresent personal opinions as accepted facts.
 - b. Candidates should not overstate their roles, involvement or achievements. Where a candidate has described themselves flatteringly they should be able, if requested, to provide evidence to justify their statements.

Document approved by the Board on 3rd June 2017

Change History

- 11.12.2013. Correct typos
- 23.03.2015. Amended for new logo and to correct typos, also change reference to online voting.
- 19.05.2015 Remove limit of one extra ballot paper for family members as it is not currently enforceable.
- 03.06.2017 Revision to reflect changes to The Articles and feedback from 2016 election.