

Hi Claire – I said I would review some of the business meeting papers and report on my views so that these might be relayed to Trustees for any further comments.

I am to consider the Board Composition Paper 4 and also the two papers on Decision Making and Effectiveness papers 6a and 6b.

I also said I'd chase up the legal advice requirement which I'll cover separately.

Paper 4 Board Composition

Trustee Term – when we drafted the Articles we very deliberately added the words “not normally” to qualify the point that trustees will serve a max term of 10 years. We didn't want to ‘cut off nose to spite face’ and leave ourselves without an important trustee simply coz they had served 10 years. That said we should wherever possible seek to refresh the Board membership now that many of the founding trustees have retired (and they might quite reasonably have fallen into the ‘not normally’ area).

Switching to max three terms of three years is possibly helpful as it allows a trustee to ‘get out’ if they feel they have done their bit rather than there being any expectation of serving a full ten. We will get change because of the ABCD Exec members who also become trustees but there is a risk we leave others in post for no reason other than perhaps inertia.

That said if we don't have suitable and acceptable replacements and the decennial date has passed then if the individual wishes to stay and others want them to it would not make sense to kick them out!

Skills – the Board should have required skills represented – clinical experience is clearly a ‘must’, whereas finance and law and publishing could be considered ‘desirable’ – purchase the services if not available gratis!

Under this sub header one might also add that the board should reflect the people it serves – clinicians in the main – by reflecting ABCD membership in terms of ethnicity, gender, age profile, geographical location, diversity, clinical experience etc – the ‘EDI +’ concepts with the ‘+’ covering maybe experience and geography in the main.

Recruitment – whilst the perceived wisdom might be that one should advertise for trustees, this can create a) a load of work filtering and possibly interviewing candidates and b) the potential to ‘destabilise’ relations particularly as the trusteeship works best when it links strongly with ABCD Exec in both skills and objectives. My preference therefore would be to recruit by word of mouth – all current trustees will know someone who may fit the bill and we should all have such people in mind for the future – groom them!

It makes sense for trustees to consider candidates for the future and maybe this needs to be a standing agenda item as a reminder that we need to act. At the moment we have a few trustees at term and their replacement with skills and EDI + in mind should perhaps be on the agenda for next time. Last, take care not to make the board too big and unmanageable – it should be big enough to cover the skills requirement and representation desire but that is in my view all.

Paper 6a – Decision Making

The Recommended Practices are in the main followed – for example we have arrangements with RHI and also a ToR for Fin Com and an Investment Policy. But there may be some areas of delegation where we are not fully in control either because we don't set ToR or levels of delegated authority or because we don't receive/ask for reports back. Might it also be suggested that ‘strategic direction/planning’ is not always made clear?

I don't think we can be found ‘negligent’ in these areas but I'm sure we could do better – or ‘even better if’ was noted and acted upon.

Paper 6b – Board Effectiveness

I suspect we can demonstrate ‘explanations’ for some of the effective team points but for example getting legal advice we have just discussed and we have reviewed accounting services. Board composition and trustee appointment we have covered above but we probably don’t formally review performance as a whole or as an individual – not sure we should worry too much about this tho.

Conclusions

My personal view is that we do ok but could be better in some areas – I think we do need to have succession in mind and we could do with managing delegation better at least with reporting back to trustees. Generally these issues are not so much about having a ‘piece of paper’ demonstrating our compliance with best practice – its more about owning the issues and making sure we have them in mind in all that we do as trustees or ask others to do on our behalf. (Of course its easier to demonstrate we do these things if they are reduced to a paper report!)

These are my personal observations and of course they can be added to by others – maybe next meeting we should touch on aspects of the above.

Philip Norton