



## Trustee Board Composition Review

### 1. Introduction

For good governance of an organisation, it is important the Board of Trustees periodically reviews its composition while ensuring there is an appropriate balance of skills and experience, backgrounds to make informed decisions and effectively run the organisation. The Charity Commission outlines its recommendations in [Principle 5: Board Effectiveness](#) of the Charity Governance Code.

This report outlines the terms of office and experience of trustees, how to recruit new trustees and makes recommendations for ensuring the board remains effective for the trustees to consider and discuss at the Business Meeting on Friday 7<sup>th</sup> June 2024.

### 2. Trustee Terms of Office

The Trustee Terms of Reference states:

*“The length of office for a trustee is ten years. Trustees will not usually serve more than ten years in post. However, it is possible for a trustee to be retained for an additional period of time if this is in the interest of DCT and its subsidiaries (e.g. if the trustee is leading an important piece of work).”*

This wording is based section 3.5 of the charity’s article of association which states:

*“The trustees will not normally serve more than 10 years in post but may remain in post if still qualified to do so ...”*

Historically all members of the ABCD Executive (Chair, Honorary Secretary, Honorary Meetings Secretary and Treasurer) were appointed to the Board for a 10-year tenure. It was subsequently agreed that the ABCD executive members, should serve a 3-year term on the Board to match their tenure on the ABCD Committee to ensure the board of trustees is kept at a manageable size and allow for a flow of new trustees into the board.

It has become apparent that 55% of the trustees on the board have served more than 10 years. With the rest having terms of office completing in the next few years. In some cases, the terms of office have been extended due to the appointment into a significant role. Please see [appendix 1](#) for more detailed information.

In section 5.7.3 of the [Charity Governance Code](#), the commission recommends:

*“Trustees are appointed for an agreed length of time, subject to any applicable constitutional or statutory provisions relating to election and re-election. If a trustee has served for more than nine years, their reappointment is:*

- *subject to a particularly rigorous review and takes into account the need for progressive refreshing of the board.*
- *explained in the trustees’ annual report.”*

Whilst it is important to retain valuable experience on the board, it is also recognised that recruitment of new trustees will keep the board fresh and dynamic.

### 3. Review of Current Skills

In November 2020, a trustee skills audit was undertaken to consider what skills, knowledge and experience are needed and to identify any gaps amongst the current trustees. The results of this audit showed that the most noticeable area which scored lowest was experience of finance. This skill is critical to ensure the governance of the organisation and its subsidiaries. Other gaps in skills were media, social media and marketing.



For the good governance of an organisation it is suggested that a skills audit is carried out regularly (every 3 to 4 years). Given the advice of the Charity Commission, it may be an appropriate time to undertake another skills audit to understand if the skills and knowledge of the board is appropriate to the governance role of the trustees.

#### **Recruitment of new trustees.**

There are a number of job sites including [Reach Volunteering](#) and [CharityJob](#) where trustee positions can be advertised externally. Although it is well recognised that it can be difficult to recruit trustees with appropriate financial experience, Red Hot Irons has experienced success with recruiting people with Charity Governance skills to the trustee board of other organisations using Reach Volunteering. Trustee positions could also be advertised through Diabetes UK and appropriate UK Journals (there may be a cost associated with this).

#### **4. Recommendations**

- Consider current composition of board, particularly those who have already served more than 10 years in post, to assess if they meet the criteria to extend their role further given current Charity Commission guidance.
- Consider inviting Philip Norton to remain on the Board of Trustees to retain his governance and legal experience.
- Consider reducing the Trustee term of office to 3– years with an opportunity for re - election up to three times. A 10-year term of office may be a barrier when recruiting new trustees as this is a long time for them the commit to initially but with the option of standing for re- election up to 3 times, a trustee could serve for up to 9 years (in line with Chairty Commission recommendations) if they wish without feeling pressured to sign up to this at the beginning.
- Undertake a further skills audit.
- Advertise trustee vacancies externally, through Reach Volunteering initially, then extending to other media should this be unsuccessful.
- Establish a trustee recruitment process.
- Review and update the curent Trustee Terms of Reference to outline terms of office for trustees and ABCD Officers and formalise the recruitment process.



### Appendix 1 Trustee Terms of Office

Trustee Name	Terms of Office Start Date	Terms of Office End Date	Notes
Ketan Dhatariya	May 2011	July 2026	Served over 10 years but TOO extended due to appointment as ABCD Chair on 1 <sup>st</sup> July 2023 (3-year term)
Rowan Hillson	April 2013	April 2023	Served over 10 years
Kate Fayers	June 2023	June 2026	ABCD Executive (3-year term)
Vijay Jayagopal	July 2021	July 2027	ABCD Executive (3-year term) Re - appointed for second term subject to successful resolution at AGM
Dinesh Nagi	April 2015	April 2025	Vice Chair Terms of Office ends on 3 <sup>rd</sup> November 2024
Philip Norton	May 2010	May 2020	Served over 10 years
Hermione Price	January 2022	January 2025	ABCD Executive (3-year term)
Adrian Sanders	September 2010	June 2026	Served over 10 years. TOO Extended as appointed Chair of Board of Trustees on 21 <sup>st</sup> June 2022 (4-year term)
Peter Winocour	September 2010	September 2020	Served Over 10 years