



Board of Trustees Governance policy

Approved and adopted: 7th March 2023

This policy outlines the terms of reference for CHEAD Board of Trustees outlining recruitment, appointment, terms of office, roles and induction.

The Board of Trustees refer to the Constitution dated September 2016, as the guiding principle in relation to the structure and management of the organisation. This policy provides further detail to enable transparent processes around recruitment, appointment, terms of office, roles and induction.

The make-up of the Board of Trustees

The Board of Trustees is led by the Chair and supported by a Vice-Chair and Treasurer, the Honorary Officers.

The Constitution states that the Board of Trustees should be made up of three 'Honorary Officers' comprising the Chair, Vice-Chair and Honorary Treasurer, not more than six Elected Trustees and not more than two Expert Trustees.

Trustees meetings require a minimum of five Trustees to be in attendance to be quorate.

1. Recruitment of Honorary Officers and Elected Trustees

CHEAD has made available a recruitment pack which details information for individuals considering nominating for the role of Trustee. CHEAD will annually hold a workshop for those interested in learning more about the role and providing an opportunity to put questions to an existing Trustee. CHEAD will also make available opportunities for individuals to have informal conversations with CHEAD Directors and Trustees.

1.1 Nominations for Honorary Officers and Elected Trustees

Elections for Trustee vacancies arising each year take place during the CHEAD Annual General Meeting which takes place in the Spring.

In order to stand for election a candidate must be the main representative for a CHEAD institutional member, or have received the support of the main representative. Each institutional member can put forward one nomination. No single institutional member may be represented by more than one Honorary Officer or Elected Trustee on the Board.



Individuals wishing to submit a nomination should complete a nomination form and submit this via the CHEAD website.

1.2 Nomination Statements

The [CHEAD Nominations Statement Policy](#) sets out the acceptable formats when submitting a nominations statement:

- A pre-recorded video election statement (max. five minutes duration)
- A pre-recorded audio election statement (max. five minutes duration)
- A written election statement (max. 750 words)

All nomination statements are then circulated to the main member with voting rights at each member institution.

1.3 Process for existing Trustees submitting nominations for Honorary Officer roles

Existing Trustees wishing to submit a nomination for an Honorary Officer can do so following the same procedure as set out in item 1.1. If successful, their term as Trustee would terminate and a new term as Honorary Officer would commence. In the event that their nomination was unsuccessful, they would revert to their role as Trustee and complete their term in the usual way.

2. Appointment of Honorary Officers and Elected Trustees

Elections for take place during the CHEAD Annual General Meeting which takes place in the Spring. Main member representatives attending the Annual General Meeting are asked to vote on the nominations received in person. Those not attending the meeting in person are able to cast their vote electronically in advance of the meeting.

The nomination/s with the most votes are duly elected. In the event of a tied vote, a second round of voting is required. If the vote remains tied, the chair can exercise a casting vote to resolve a stalemate.

3. Terms of Office

Honorary Officer or Elected Trustee are appointed for a term of three years. Co-opted Trustee or Expert Trustee are appointed for a term of three years unless any other term is determined by the Board of Trustees upon their appointment.

Honorary Officers or Elected Trustees who retire at the expiry of their term are eligible for reappointment. Subject to clause 17.2 in the constitution, a member of the Board of Trustees who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least three years. However, a member of the Board of Trustees who has served two consecutive terms may, in exceptional circumstances, be appointed for a further term of up to two years on a resolution passed by an ordinary decision of the members at a general meeting.

3.1 Terms of Office for Honorary Officers and Elected Trustees

To avoid Honorary Officer roles arising for election in the same year, terms of office for Honorary Officer roles should be staggered. In the event where an existing Trustee is elected to an Honorary Officer role, their term of office as Trustee will cease, and a new term should begin.

4. Roles of Honorary Officers and Elected Trustees

Role descriptions for Honorary Officers and Elected Trustees are agreed by the Board of Trustees and reviewed annually.

In recognition of the need for flexibility and succession planning, the Board of Trustees will consider applications by Trustees to share Honorary Officer roles. Whilst the constitution requires an individual or 'natural' person to be elected to the role, in practice an application by two individuals setting out which elements of the role are to be shared and in what circumstances, will be considered by the Board of Trustees. Should their application be successful, the individuals concerned would be identified as 'Joint Chair/Vice Chair/Treasurer' on the CHEAD website.

5. Induction of Honorary Officers and Elected Trustees

New Trustees will, by way of induction, be provided with a dedicated induction session with the Chair and Directors.

They will also be provided with the following:

- Charity Commission: The Essential Trustee: What you need to know
- A copy of CHEAD's Constitution
- A copy of the Trustee Handbook
- A copy of the Strategic Plan 2020 - 2025
- Most recent Annual Report
- The minutes of the last two Trustees meetings



6. Policy review

The Board of Trustees Governance policy is reviewed annually by the Board of Trustees and Directors. The Board of Trustees will be advised if any changes are required. The policy may also be reviewed as required and CHEAD reserves the right to make changes as necessary.