

APPOINTMENT OF EXTERNAL AND ALUMNI TRUSTEES, AND A PROPOSED SYSTEM FOR APPOINTING A CHAIR OF THE TRUSTEE BOARD

This paper was considered and endorsed at the meeting of the Appointments and Remuneration Committee on 27 May 2015

1. At a meeting of the Trustee Board on 29 May 2013, the Board considered the appointment of External Trustees. At this meeting, Dame Julia Higgins was reappointed to the Board as an External Trustee, and Colin Kerr and Andy Heeps were appointed for the first time, as External Trustee and Alumni Trustee respectively. All three were appointed to serve until 31 January 2016.
2. Dame Julia has signalled that it is her intention to remit office as External Trustee and Chair of the Trustee Board as of 31 January 2016.
3. Schedule K of the Constitution details how Trustees should be appointed. Up to four External Trustees “shall be appointed by a simple majority vote of the Board of Trustees, who will receive advice on the appointment from the Appointments and Remuneration Committee, provided that the appointment of each External Trustee is ratified by a two thirds majority vote of the Union Council.”
4. The Board has already received advice on the appointment of an External Trustee to replace Dame Julia (in her capacity as External Trustee) from the Appointments and Remuneration Committee with Jill Finney.
5. External Trustees may serve further terms of office subject to the provisions outlined in paragraph 3.
6. The appointment of the Alumni Trustee is governed in an identical manner.
7. The Trustee Board “shall appoint an Alumni Trustee or External Trustee to act as Chair and may at any time remove him or her from office”. In addition, the Trustee Board “may appoint one of their number to act as Deputy Chair and may at any time remove him or her from office. The role of the Deputy Chair will be to support the Chair”.
8. It is clear that the role of the Chair of the Board is an important one, and especially at a time where a new strategic plan is being formulated. The Board will want to assure itself that a thorough and comprehensive plan to select a new Chair is in place.
9. The Governance Committee makes the following recommendations:
 - a. The Appointments and Remuneration Committee consider arrangements for the appointment of a fourth External Trustee and Alumni Trustee, in accordance with the Constitution, but in time for the September 2015 meeting of the Trustee Board;

- b. The Alumni Trustee is appointed as Deputy Chair of the Board for the period of 1 July 2015 to 31 January 2016;
 - c. The Deputy Chair of the Board, the Union President and the Appointments and Remuneration Committee, supported by the Managing Director shall be invited to make a recommendation to the October 2015 meeting of the Trustee Board regarding the appointment of a Chair;
 - d. The Deputy Chair of the Board shall co-ordinate an induction programme for the Chair-designate in conjunction with the outgoing Chair and the Managing Director;
 - e. The Chair-designate will take over as Chair on 1 February 2016
10. The Board is invited to consider these proposals.

