

Appendix 3 – TRUSTEES’ SELECTION POLICIES & PROCEDURE

Introduction

Under the terms of the Company’s Articles of Association, there are four categories of membership of the Company’s Board, that is:-

- a) Ex-Officio Trustee (The Mayor of Islington)¹;
- b) Archdeacon’s Trustee, nominated and appointed by the Archdeacon of Hackney or, if there is a vacancy in that office, by the Bishop of Stepney;
- c) Nominated Trustees, nominated by the Islington Deanery Synod within the London Diocese of the Church of England or the Council of the London Borough of Islington and appointed by the Board of the Company; and
- d) Elected Trustees appointed by the Board of the Company.

This Appendix supplements Article 16 and sets out policies and procedures which relate to the appointment of these people. It also provides how the policy should be reviewed.

A: General Points

- 1.1. It is important that the members of Board have the variety of skills and experience that is appropriate to enable the Board to function in an effective way and be supportive to the Director and any other staff and advisers.
- 1.2. For the purposes of carrying out the provisions of this Appendix and related issues an Appointments Group shall be formed. This will consist of the Chair and any Vice-Chairs, with such other Trustee or Trustees as the Chair may decide but so that at any time it is operating it shall consist of at least 3 Trustees.
- 1.3. At any time when it appears that there are likely to be vacancies for one or more Trustees, the Appointments Group shall consider the skills and interests which are needed by the Board and which it would be sensible to prioritise in any fresh appointments. The Appointments Group will see that members of the Board are kept aware of what is considered appropriate.

¹ It is to be noted that for many years the Mayor has not taken the steps which would be needed to allow him/her to participate and act as a Trustee.

B: Archdeacon's Trustee

1. If the Archdeacon's Trustee resigns or he or she otherwise ceases to be a Trustee before the term of the Archdeacon's Trustee expires, the Appointments Group shall consider an appropriate replacement for the position. Following consideration by the Appointments Group, the Chair or Director shall be in touch with the Archdeacon of Hackney or if there is a vacancy in that office the Bishop of Stepney (referred to below as the Nominator) to advise him or her of the need to deal with the impending vacancy. This should involve:
 - a. advising when the vacancy will arise and proposing a timetable for dealing with it;
 - b. indicating whether the person whose period of office is ending is eligible for reappointment, and if so providing a report to the Nominator on his/her contribution and any issues about this;
 - c. subject to what is dealt with below, indicating the skills and interests which the Board considers should be represented on the Board and Committees;
 - d. ensuring that the Nominator is aware of the characteristics which the Board consider a Trustee should have and the expectations which the Company has of all Trustees as set out in Part 2 of Appendix 2; and
 - e. ensuring that any proposed nominees should be given the opportunity of meeting with the Chair and Director and discussing the issues, including the expectations, before they are formally nominated.
2. Unless both the Chair and the Nominator agree that a meeting is not necessary any consultation under these Standing Orders shall require a meeting between the Chair and/or other representatives of the Trustees and the Nominator to discuss any individual who might be considered to be appropriate for appointment at which a CV of any individual under discussion shall be available;
3. In addition to the characteristics required or desired for any Trustee provided in these Standing Orders any Archdeacon's Trustee should so far as possible be able to:
 - a. assist the Trustees in understanding any policies, plans and strategies of the Church of England or the London Diocese relevant to the Charity's work and its grant programmes; and
 - b. assist the Trustees in understanding the needs of the churches in the Islington Deanery and so far as requested helping to explain the Charity's policies plans and strategies to the Islington Deanery.

4. The steps set out in paragraphs B1 and B2 above must have been complied with and the Charity must have been properly consulted before any formal appointment is made by the Nominator.
5. If the Islington Deanery becomes part of the area of an Archdeacon other than the Archdeacon of Hackney or the area of a bishop other than the Bishop of Stepney, then steps will be taken as soon as possible to change the references in the Articles and these Standing Orders to reflect the new arrangements.

C: Appointment of Nominated Trustees

1. Where there is a prospective vacancy of a Nominated Trustee the Chair or the Director will be in touch with the relevant nominator (i.e. Deanery Synod or LBI) some months in advance and ensure that the nominator is made aware of the specification for the role of Trustee and the expectations of the Trustees. The nominator should also be made aware of the skills and interests which are considered to be a priority to strengthen the Board as described in paragraph A1.3 above. If the vacancy arises because of the ending of the current term of an existing Nominated Trustee who is under the Articles eligible for re-nomination, the Chair will give the nominator such information about the situation as may be appropriate.
2. The overall object of the process described below is to ensure that the Charity has evidence that any nominee:
 - 2.1. meets the requirements for any Nominated Trustee set out in Article 16;
 - 2.2. meets the requirements for any Trustee howsoever appointed;
 - 2.3. has skills and experience that would benefit the Trustee Board;
 - 2.4. is interested in contributing to the work of the Charity; and
 - 2.5. is willing and able to meet the expectations set for any Trustee and is willing to make a full contribution.

Under Charity Commission Guidance this is what the Trustees are responsible for ensuring and it is in the interests of the Company and the Charity that they do so.

3. Some time before the time when any vacancy for a nominated Trustee will occur the Charity will give the nominator the following information or if it is generally available (e.g. on the website) give details of where it can be found:

- 3.1.1. Any job description or person specification which the Charity may have for a Trustee;
 - 3.1.2. The provisions of the Scheme, the Articles and Standing Orders (or where appropriate a summary) setting out matters such as the expectation that the Charity has of its Trustees and how they might work;
 - 3.1.3. Basic information about the current work of the Charity and its financial position (usually through a copy of the last Annual Report and Accounts)
 - 3.1.4. Information about any special skills or experience which the Charity considers would be beneficial to add to the board taking account of the vacancy; and
 - 3.1.5. A copy of these provisions
4. The Charity will be happy to discuss any of this and the nominator's processes for selection of any nominee with representatives of the nominator.
5. The Charity will arrange for a Trustee or the Director to meet with any potential nominee and to help him/her get a feel for what being a Trustee involves or to provide him/her with such further information s/he may need to help him/her decide whether s/he is willing to be nominated. It is important that any prospective Trustee understands the substance of the commitment, the way in which the Charity is governed and the role that s/he will be expected to play. The Trustees need to feel comfortable that all nominees have reached this stage and that they are willing and able to make and carry out the commitment.
6. In carrying out this consultation with the nominator the Charity through officers or staff would be willing to participate more generally in any process of informing and selecting possible nominees which the nominator undertakes. If however a nominator does not want to involve the Charity in this the Charity would expect that before finalising the nomination it would inform the Charity who the prospective nominee is and the steps which have been taken and what has happened so that the Charity can see that its overall objective set out above is satisfied.
7. If the steps indicated in principle above have been taken when the nomination is made a resolution for appointment will be put to the next regular meeting of the Trustee Board for approval. If there are any issues which the Trustees consider might cause difficulty they would be mentioned to the relevant body before the

meeting so that the nominator has an opportunity to make representations about them.

8. Notwithstanding any of these provisions if at the time of the nomination of someone who is a councillor of the London Borough of Islington there are two the Trustees who are already serving as councillors the Trustees shall not be obliged to consider appointing that person.

D: Elected Trustees

1. Elected Trustees are selected and appointed by the Board as a whole. When a vacancy for an Elected Trustee is about to occur or has occurred the Appointments Group shall advise the Board on:
 - a. the sorts of skills which should be sought in any prospective Trustee(s) in the manner envisaged in paragraph A1.3 above; and
 - b. the process which should be adopted to fill the vacancy or vacancies. It is anticipated that this would include:
 - i. procedures for making known to a reasonably wide audience that the Board of Trustees is seeking to make an appointment and what is expected of the person appointed. This is likely to involve placing advertisements in the media, particularly websites which are likely to be seen by those with the right skills and interests.
 - ii. A method of selection if there were more potential appointees than places to be filled.
 - c. It is likely that the method under paragraph 1.b above will involve the appointment of a selection panel and the Board would normally give that panel the power to make the appointments on behalf of the Board.

E: Reappointment of a Trustee

1. Where a Nominated, the Archdeacon's or an Elected Trustee is approaching the end of his or her first term and is eligible for reappointment the Appointments Group shall apply the principles set out in this Order.
2. If it has not already been established, the Appointments Group shall discuss with the Trustee whether s/he wants to be reappointed. If not this Appendix shall continue to be applied but on the basis that there will be a vacancy at the end of that Trustee's current term.
3. If the Trustee wishes to be reappointed the Appointments Group shall discuss with the Trustee:

- i. Issues which the Trustee may have about the operation of the Company or the Charity and how s/he could develop his/her contribution as a Trustee; and
 - ii. Issues which the Appointments Group have about how the Trustee could develop his/her contribution; and
 - iii. Any other issues which the Trustee or the Appointments Group think are useful.
4. Following such discussions the Appointments Group shall inform the nominator (if the Trustee is a Nominated Trustee or the Archdeacon's Trustee) and the individual concerned of its recommendation. In due course the Appointments Group will report to the Board.
5. If the Appointments Group recommend to the Board that an Elected Trustee should not be reappointed that Trustee shall be entitled to make representations in writing or in person at the meeting of the Board of Trustees at which the issue is considered.

F: Rigorous Review

1. Where a Nominated, the Archdeacon's or an Elected Trustee is approaching the end of his or her second term and is eligible for reappointment the Appointments Group shall apply the principles set out in this procedure. The Appointments Group may delegate elements to the Chair or another member.
2. If it has not already been established, the Chair, on behalf of the Appointments Group shall discuss with the Trustee whether s/he wants to be reappointed. If so, the remainder of this procedure shall be applied.
3. If the Trustee wishes to be reappointed, the Appointments Group shall review that Trustee's performance and whether it is in the best interests of the charity if s/he is reappointed. The following issues will be discussed with the trustee:
 - a. The trustee's attendance and contribution and how this could be developed; and
 - b. Any other issues which the Trustee or the Appointments Group think are useful.

4. The Appointments Group will make a recommendation to the Trustees. For this they will consider, in the light of the charity's strategic plans and current policies and the current skills of the remaining trustees:
 - a. The discussions mentioned above;
 - b. Whether the Trustee still has a contribution to make or whether it would benefit the charity for a new trustee to be appointed;
 - c. The diversity and range of experience and interests of the Board;
 - d. Any other issues which the Appointments Group think are appropriate.
5. Following such discussions, the Appointments Group shall inform the nominator (if the Trustee is a Nominated Trustee or the Archdeacon's Trustee) and the individual concerned of the recommendation it proposes to make to the board. The Appointments Group will report to the Board.
6. If the Appointments Group are planning to recommend to the Board that the Trustee is not reappointed it would be expected that the nominator will not re-nominate that person.
7. If the Appointments Group recommend to the Board that an Elected Trustee should not be reappointed that Trustee shall be entitled to make representations in writing or, if still a Trustee, in person at the meeting of the Board of Trustees at which the issue is considered.

Notes:

1. It is for those concerned to decide how best to undertake the discussions referred to above. However, the added value of face to face communication should be borne in mind.
2. A flow chart of this process is attached.

Rigorous Review Procedure – Flow Chart

This chart covers Nominated Trustees where the nominators are the London Borough of Islington or Islington the Deanery Synod and then appointed by the Trustees, and Elected Trustees who are elected by Trustees. The process for the Archdeacon’s Trustee is slightly different but will broadly follow that for the Nominated Trustee.

