

Annexe 4

Guidance on Expectations for Trustees Attendance

Purpose Statement

To have in place clear guidance of the expected attendance standards of Trustees and a procedure that may be used in the event of a Trustee failing to meet those expectations.

1. Guidance

- 1.1. In this Guidance “Committee” shall mean Search and Nominations (the SAT Members) Committee.
- 1.2. The following paragraphs outline the procedure for removal of a Trustee from membership due to absence:

Article 70 of the Articles of Association states:

A Trustee shall cease to hold office if he is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated.

- 1.3. Where a Trustee is absent for a period longer than six consecutive months from meetings of either the Board of Trustees or a Committee on which he is a member the Trust Secretary will notify the Chair of the Board of Trustees and the Committee. Trustees should let the trust Secretary or the Chair of the Board of Trustees know of any difficulties they are facing in attending meetings as soon as possible so that an active approach can be taken to the situation.
- 1.4. In the case of absence for a period longer than six consecutive months, the Chair of the Board of Trustees retains the responsibility to act on behalf of the Trust. The Trust Secretary will write to the Trustee on behalf of the Chair of the Board of Trustees asking him to provide within 10 working days a written explanation for non-attendance.
- 1.5. On receipt of this information the Chair of the Board of Trustees will then decide, in consultation with the trust Secretary, whether or not the matter should be referred to the Committee and will consider the contribution the Trustee makes to other duties, such as representation at networks, appointments to external organisations etc. In addition, the Chair of the Board of Trustees has the power to exercise discretion in the case of personal circumstances that temporarily limit the contribution an individual Trustee can make to the Board of Trustees. The Chair of the Board of the Trustees will report his decision to the Committee and determine whether further action and/or reporting are required.
- 1.6. If the matter is considered to warrant potential referral to the Committee for consideration of removal, the Trust Secretary will prepare a confidential report outlining all the facts of the case and a copy of this report will be sent to the Trustee whose removal is being considered. The Trustee will be invited to discuss this report with the Chair of the Board of Trustees in the first instance to see if a resolution can be reached and the Chair of the Board of Trustees can exercise discretion.

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- 1.7. Following this discussion, if the Chair feels that a case for removal should be put to the Committee for decision, the Trustee will be entitled to attend a Committee meeting to present his case verbally and if he so desires in writing and has the right to be accompanied but not represented by a person of his choice to support him. The Committee meeting at which the matter is considered will be properly convened with not less than five working days' notice.
- 1.8. If it is agreed that the Trustee is to be removed from office there shall be no further appeal against this decision and the Trust Secretary will notify the Trustee in writing of the decision of the Committee within five working days and file the necessary documents and records with Companies House.
- 1.9. This guidance also applies to Advisory members.

2. General Standards of Attendance Required by Trustees

- 2.1. The Committee will use attendance data to recommend action in relation to changes in membership of other Trustee Committees, spread of duties etc. The Committee will also consider the wider contribution of each Trustee to the work of the Trust when considering this data, such as representation on external bodies or networks, attendance at conferences, ad hoc requests etc.
- 2.2. The Committee will report to the Board of Trustees each time it has reviewed attendance data with the recommendations it has made to the Chair of the Board of Trustees for information.
- 2.3. The benchmark attendance expected of a Trustee will be 100% although failure to achieve this will not in itself result in removal for non-attendance.
- 2.4. The target for attendance by Trustees overall in each year is 85% for all Board of Trustee meetings and 75% for its Committee meetings.

3. Related Procedures, Code of Practice, Guidance Documents

Articles of Association
Code of Conduct