



How to appoint new trustees

We know that some of the more technical aspects of how to recruit and appoint new trustees can feel daunting, including concerns about what the Charity Commission will expect you to do. It need not be overwhelming if you follow guidelines which are most likely already laid out in your governing document, and follow Charity Commission guidance.

Here we look at:

- The different ways trustees can be appointed
- Where to look in your governing document
- What governing documents will typically say
- What you need to tell the Charity Commission, how and when.
- Other things to consider

But before we get into the detail, there are **two important first steps**:

- 1) Familiarise yourself with **your governing document**, which is most likely to be your Constitution, or Articles of Association. Pay particular attention to the section regarding appointing new trustees.
- 2) Read the **Charity Commission guidance: Finding New Trustees (CC30)**
<https://www.gov.uk/government/publications/finding-new-trustees-cc30/finding-new-trustees#appointing-trustees>

This briefly runs through the process, as well as highlighting other important things to consider, such as ensuring potential conflicts of interest are properly declared, and what checks you should perform on potential trustees.

- **The different ways trustees can be appointed**

As you are most likely reading this in the context of how to recruit new trustees, we will focus on trustees who are either elected by members, or appointed to their positions by the trustees. The Charity Commission guidance also looks at trustees who are appointed by other organisations (eg. if another organisation to which you are linked has a right to appoint a trustee to your board), or by virtue of another position they hold (also called 'ex officio', eg. if the chair of another organisation to which you are linked has a designated seat on your board).



So here we are focusing on elected and appointed trustees.

- *Appointed trustees*

When we talk about appointed trustees, we mean trustees where the existing trustees themselves select their preferred candidate (usually through an open recruitment process where the vacancy is advertised, candidates are shortlisted and then interviewed) and appoint them. Check your Constitution or Articles of Association to see what process and timelines are specified there.

- *Elected trustees*

In brief, if your charity is a membership charity, potential trustees will typically put themselves up for election by the membership, the membership will then vote to elect their preferred candidate, and the trustees will then appoint that candidate. Note that it is still possible to follow an open recruitment process here (ie. the vacancy can be advertised publicly, with a job description and person specification, shortlisted candidates can then be put before the membership with a recommendation from the board). The important point is to check your Constitution or Articles of Association to see what process and timelines are specified in there.

- **Where to look in your governing document**

Your governing document, be it a Constitution, Articles of Association, Royal Charter, Trust Deed, or Rules, is your best friend! At the earliest point that you are thinking of recruiting new trustees, make sure to dust it off and read through to the sections relating to appointing new trustees.

You are looking for the section which will usually be headed something like 'appointment of new trustees/directors'.

Where you are a membership charity, as well as looking for sections specific to appointing new trustees, you'll also need to particularly focus on the sections relating to rights of members, and the calling of General Meetings.

- **What governing documents will typically say**

If you have an Articles of Association, they will usually describe how trustees will pass an ordinary resolution to appoint new trustees. New trustees would typically be appointed at a General Meeting, and your Articles will describe this process, including how much notice must be given. The existing directors (trustees) then formally make the appointment.



Not too dissimilarly, if your charity is governed by a Constitution, it will usually state that the trustees in General Meeting shall elect and appoint trustees.

Where your trustees are elected, you will need to ensure you play close attention to sections in your governing document about the lead-in time for your trustee recruitment, including the notice to be given to members and how far in advance of your (usually) Annual General Meeting notice must be given of the call for nominations.

- **What you need to tell the Charity Commission, how and when.**

You should inform the Charity Commission of any change in trustees as soon as possible. You can do this online, using your charity's registration number and the password you should already have from the Charity Commission for filing your Annual Return.

You should also ensure a Trustee Declaration of Eligibility and Responsibility form is completed: <https://www.gov.uk/government/publications/confirmation-of-charity-trustee-eligibility>

If your charity is a charitable company, you will also need to update trustee details at Companies House.

- **Other things to consider**

As well as conflicts of interest and relevant checks, don't forget also that any property belonging to the charity which is held in the names of outgoing individual trustees is transferred into the name of the new trustee. If the new trustee is to be a signatory to the charity's bank account, remember to amend bank mandates.

You should also consider a formal letter of appointment, setting out the terms of office and any other important information. Here is an example:

<https://www.governor.support/wp-content/uploads/2016/08/Specimen-letter-to-be-sent-on-appointment-to-a-trustee-director-of-an-academy.pdf>