

## Guidance note

# Charity trustee recruitment

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# Charity trustee recruitment

## Introduction

Charity trustees are central to the success of a charity, being responsible for the overall direction, strategy and vision of the organisation. It is therefore imperative that trustees are effective both individually and collectively if they are to have a positive impact on the charity and enable the organisation to fulfil its charitable objects. Inherent in building and maintaining an effective board of trustees is having robust systems for recruitment, appointment and induction of trustees, backed up by ongoing support and development.

Research into trustee recruitment by Getting On Board – a charity supporting board level recruitment – found that 74% of respondents said that recruiting trustees was difficult.<sup>1</sup> This guidance note has been written to provide those responsible for or involved in the governance of a charity with detailed information on how to recruit and appoint charity trustees. The guidance will be of interest to new and existing charity trustees and members of the senior management team (where they exist), especially the charity secretary or governance professional.

To recruit successfully, it is essential that all involved know exactly what the legal role and duties of trustees are. The Charities Act 2011 defines trustees as ‘...The persons having the general control and management of the administration of a charity’ (s177).

As the Charity Governance Code (2017) states, every charity should be ‘headed by an effective board that provides strategic leadership in line with the charity’s aims and values.’<sup>2</sup> For trustees to be able to fulfil this role it is crucial that the board has the skills, experience, background and knowledge required for the effective administration of the charity in pursuit of its objects.

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<sup>1</sup> *The looming crisis in charity trustee recruitment: How poor trustee recruitment practices threaten to damage the effectiveness of UK charities*, Getting on Board, May 2017, p. 5.

<sup>2</sup> Principle 2, page 10, Charity Governance Code, 3rd edition 2017, [www.charitygovernancecode.org/en](http://www.charitygovernancecode.org/en)

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# Charity trustee recruitment

## Proportionality

It may not be possible for every charity to implement all the recommendations in this guidance note, either due to the structure of the organisation or its size. For example, a small charity is unlikely to require, or have the means to undertake, a recruitment process that involves a nomination committee, interview panel and formal review of the process. For each charity, the trustees must adopt whatever process is proportionate to their circumstances, but compliant with any legal or regulatory or constitutional requirements. Due consideration should be given to adopting practices that promote diversity in the boardroom, as there is a general acceptance that diversity strengthens decision making and reduces the possibility of 'group think'.

## Benefits of being a trustee

Whilst the role of trustee is a serious duty, there are various positive aspects to the position that can help an individual on a personal and professional basis:

- the knowledge that you are contributing to a worthwhile cause
- building self-confidence and experience of committee work
- acquiring new skills – both personal and professional – through training, information and sharing experiences
- the enjoyment to be had from working with a group of individuals from different backgrounds who share a similar passion for a particular cause.

The role of charity trustee is one that can offer considerable satisfaction, challenges and experiences, but it should not be forgotten that the position can be quite onerous and require a significant time commitment.<sup>3</sup>

As detailed in the Charity Code of Governance,<sup>4</sup> a robust and transparent approach to the recruitment of trustees is therefore crucial to the ongoing performance of the charity and the opportunities and benefits it provides to its beneficiaries and wider stakeholders.

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<sup>3</sup> Detailed guidance can be found in the Charity Commission's publication *The Essential Trustee: What you need to know* CC3.

<sup>4</sup> 5.7.1, p 18, Charity Governance Code, [www.charitygovernancecode.org/en](http://www.charitygovernancecode.org/en)

# Charity trustee recruitment

## Choice of charity trustees

Charity trustees should primarily be appointed for what they can contribute in experience, diversity,<sup>5</sup> empathy and knowledge to the charity. It is not necessarily prudent for a trustee to be appointed simply because of their status or position in a particular locality or community. Such figurehead trustees would be of better service to the charity as patrons or in similar positions.

To ensure that a trustee fulfills the role properly they should be able to devote sufficient time and commitment to it. It is important to ensure, so far as is practicable, that any board of trustees has a blend of complementary skills and attributes as well as a mix of ideal personal qualities.<sup>6</sup> Due consideration should also be given to recruiting those individuals who reflect the diversity of the community the charity serves, as this will increase the charity's authority when speaking on behalf of its beneficiaries.

Using a skills audit to assess the strengths of the current board, and aligning those skills to the strategic plan, will help identify any gaps that could be addressed in the recruitment process. A model skills audit can be found on the ICSA website.

Given the responsibilities that trustees take on when they are appointed, it is essential for their protection (as well as that of the charity) that they are:

- correctly appointed; and
- made fully aware of their duties, responsibilities and liabilities.

There are some legal limits as to who can act as a charity trustee, and it may be that the charity's governing document contains details as to who is eligible to take on this role. Further details on trustee eligibility can be found in an ICSA guidance note *Specimen charity trustee declaration*.

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<sup>5</sup> Diversity here is used in its widest sense to include not just visible differences but those that can't be seen, such as 'neuro-diversity', referring to an 'individual' personality and the way they think and approach problem-solving, for instance.

<sup>6</sup> As detailed in 6.1, p 20, Charity Governance Code, [www.charitygovernancecode.org/en](http://www.charitygovernancecode.org/en)

# Charity trustee recruitment

## Legal and governance considerations

Depending on the charity and its governing document, the trustee body may need to be refreshed as regularly as every year, or less frequently. As part of the board's succession plan it may be that trustees are required to retire by rotation, and may be limited in the number of times they can be appointed.<sup>7</sup> This enables the board to be refreshed with new ideas, experiences and thinking whilst retaining sufficient 'corporate memory'. Whatever the case may be, it is essential that all trustees and those involved in the recruitment of trustees are fully aware of the legal and governance requirements that they must meet.

Charity trustees should be able and willing to provide the time and commitment necessary to fulfil their duties properly, and should be sufficiently competent to manage the affairs of the charity. In general, if an individual is able to manage their own affairs effectively (with or without assistance), then they should be able to perform their role as a trustee.

In addition to the legal considerations, it is likely that the charity's governing document will outline the mechanisms by which new trustees are appointed, the duration of their tenure, and possibly how trustees formally resign their position. It is therefore essential that all trustees are familiar with their governing document when thinking about recruiting new trustees, and should not appoint anyone in a manner other than provided for in the governing document.

Failure to appoint trustees in the appropriate manner could result in the trustee body being in breach of trust, and in some severe cases mean that none of the trustees are legally able to make any decisions as they were not appointed correctly. In such situations, the Charity Commission can use its powers to appoint new trustees.

The most common clauses within a governing document pertaining to trustee recruitment raise the following questions:

- Is there a provision for a maximum number of trustees? If so, would the proposed appointment exceed the maximum permitted?
- Does the prospective trustee have to fulfil any personal requirements so far as qualification is concerned, for example living in a particular geographical area or the area of benefit?
- Does the governing document impose any restrictions that might affect the proposed appointment?

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<sup>7</sup> *The Charity Governance Code, 2017*, recommends fixed terms of office for trustees.

# Charity trustee recruitment

The governing document may also provide for trustees to be appointed from a particular organisation or representative group of the charity, or indeed by virtue of another position, for example the parish vicar, or parish council chairman.<sup>8</sup>

In situations where the governing document is inhibiting trustees from attracting new trustees with the requisite skills and experiences to govern and develop the charity, the trustees should consider amending the governing document in order to remove such obstacles.<sup>9</sup>

## Preparing for the recruitment process

Before a charity recruits new trustees it should undertake some preparatory work to ensure that it is in the best position to seek and attract those individuals with the skills and experience required to meet the needs of the organisation. This preparatory work should be timed to co-ordinate with the charity's annual general meeting, if that is when trustees are elected/formally appointed.

All charities, regardless of size, should be able to identify the skills and experiences the trustee body possesses collectively. For larger charities, it is likely that the charity secretary/governance professional maintains and regularly updates a skills register for review and approval by the board. This will include details of each individual trustee's skills, experiences, knowledge, expertise and interests. It is likely that the register will be updated annually, or when a trustee has undergone new training or experiences, acquired through the work of the charity or by some other means, pertinent to the work of the charity.<sup>10</sup>

Where the trustees have agreed a medium to long-term, strategic, and/or business plan it is prudent to undertake a skills audit to assess the skills and qualities the trustee body needs in order to achieve the goals highlighted in that plan. This information can then frame the recruitment process.

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<sup>8</sup> Such trustees are usually referred to as *ex officio*.

<sup>9</sup> An ICSA guidance note on changing a governing document is available on the ICSA website.

<sup>10</sup> A specimen skills register can be found on the ICSA website.

# Charity trustee recruitment

In addition to such a skills register, it may be useful for a charity to undertake an equality and diversity assessment to ascertain whether specific actions could be implemented to attract trustees from those parts of the charity's stakeholders that may be under-represented. The Getting on Board report stated that 45% of respondents were not undertaking any activities to improve the diversity of their board.

To facilitate an effective recruitment drive, it is essential that all trustees are aware of their roles and responsibilities. The trustees should draft and agree a role description for the position along with a person specification, outlining the time commitment the position requires, before instigating a recruitment campaign. Both documents should reflect the provisions of the governing document, and be supported by a trustee code of conduct.<sup>11</sup> Any role descriptions and codes of conduct should be reviewed annually and amended accordingly.

## Recruitment methods

The Charity Commission believes that for a charity to be effective in achieving and delivering its objects it is essential for trustee boards to use a range of methods that are proportionate to the size and resources of the charity, in order to attract suitable trustees from a wide pool of candidates. There are a number of recruitment methods available, and each has advantages and drawbacks.

### Word of mouth

According to research, fewer than 10% of trustee positions are advertised, with the majority recruited by word of mouth.<sup>12</sup> Many trustee boards rely on approaching those they already know to consider becoming a trustee. Whilst this may be one way to be sure that the individual concerned will be able to fulfill the role to the requisite standard, it is not necessarily the most appropriate for demonstrating that the charity is impartial and effective in the way it recruits its trustees. It has also been shown that word of mouth recruitment tends to result in boards that are not very diverse, and this can have an adverse impact on the quality of the board's decision making.

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<sup>11</sup> Model role descriptions and trustee codes of conduct can be found on the ICOSA website.

<sup>12</sup> *The looming crisis in charity trustee recruitment*, Getting on Board, May 2017, p. 2.

# Charity trustee recruitment

## Elections

Membership charities may be required to recruit their board of trustees from its membership. Whilst this should ensure a steady supply of committed individuals who fully support the charity's cause, it may not always attract a diverse range of candidates with the skills, experiences and expertise the board needs.

Those entitled to vote should be provided with (at least) a summary of the objective criteria and role description that have been identified as intrinsic to the success of the charity. This enables electors to weigh the skills and experiences each candidate has against those highlighted in the skills audit. Everyone would then have as much information as possible to make an informed choice.

Some larger charities may have an elections committee<sup>13</sup> to review trustee nomination papers to ensure that the nominee meets the person specification criteria and may interview potential trustees before finally submitting their names for formal election to the board.

In some cases it may be that trustees are elected without contest. Whilst this does not invalidate the appointment, the trustees should review the information and communications they send to members with a view to encouraging more people to stand in the future.

## Advertisements

Placing an advert or using an article in a local newspaper is one relatively inexpensive way of highlighting trustee vacancies to a wider audience than the usual supporters of the charity. Whilst for large charities operating across the country it may be more appropriate to advertise in a leading national paper, magazine or website, small local charities could make good use of any free newspapers and newsletters distributed in the community the charity serves. LinkedIn, Facebook and other social media sites are another way of advertising a trustee position relatively inexpensively.

Due thought should be given to the language used in any advert, alongside any target audience the charity is trying to reach.

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<sup>13</sup> Alternatively, this may be the nominations committee, where they exist.

# Charity trustee recruitment

## Charity communications and events

The charity could make use of existing communications with supporters, beneficiaries and other stakeholders to promote the benefits of trusteeship and attract interest in the role. This could be via the charity's own website, regular newsletter, or an event which attracts an interested audience, for example the annual general meeting or showcase for the charity. Charity trustees should also consider using a range of formats for such information, including Braille, large text, or different languages to reach a variety of audiences.

Targeting specific groups of stakeholders may also yield satisfactory returns, for instance addressing volunteers and regular donors, or by promoting the role when exhibiting at events organised by other bodies, such as the town or village fête. Due consideration, however, must be given to ensuring that any targeted campaigns are undertaken together with the usual recruitment practices in order to avoid falling foul of any discriminatory practice.

## Brokerage services

There are a number of organisations that provide a brokerage service to find suitable trustees. These can range from free services run by specialist groups and professional bodies, to those that operate executive searches for a fee. Whilst these services will promote the vacancy to a different group of potential candidates, there is no guarantee that the search will be fruitful.

Furthermore, there are a growing number of websites that register volunteer positions, including trustee vacancies. Details can be found in the appendix of this guidance note.

## Nominations committee

Some larger charities have introduced a standing committee of the trustee board to focus on the issues of trustee recruitment and succession planning. Such committees will actively search for and make recommendations as to potential trustees. The role of the nomination committee could stop at that point or be involved in the selection process, even where appointment is by election.

Model terms of reference for a nominations committee can be found on the ICSA website.

# Charity trustee recruitment

## Interviews

As a matter of course, charity trustees should arrange to meet the potential trustee to assess their skills, competence and enthusiasm for the charity's activities. A meeting could also help to ascertain whether the candidate's personality would complement the existing board and add an extra dynamic to the way the board interacts and collectively performs its duties. This also helps wider diversity issues to be broached with an initial assessment of personality, background and experiences that can help engender a diverse approach to decision making in the boardroom, encouraging team work and avoiding 'group think'. It is critical at this stage to probe for any significant conflicts of interest or other matters, which might make it inappropriate to appoint the trustee. An informal meeting may be more appropriate for smaller charities, but for larger charities it is good practice for an interview panel to be established and a formal procedure to be followed.

## Recruitment agencies

Although not a realistic option for most charities, due to the costs involved, a recruitment agency may be appropriate for those large or prestigious charities seeking trustees with specific or unusual skills. If the specific requirements of the charity are hard to find by using a mixture of the approaches listed above, the use of a recruitment agency may represent a cost effective and efficient way of attracting the type of trustee required.

## Co-option

For those charities with the power to co-opt trustees, this is one way in which a charity can acquire the specific skills it requires in the short to medium-term in line with the business and strategic plans of the organisation.

# Charity trustee recruitment

## Managing the process

Throughout the process, the trustees should pay due attention to managing the expectations of potential trustees and ensure that any communications relating to the position, and the charity, are a true and fair portrayal of the work and time commitment involved. An honest approach to the expectations of the role the new trustee will play should help reduce any future disappointments, particularly around time commitments, that may arise from both parties.

Correspondence between the charity and the potential trustee should be professional and timely. Where there is an agreed person specification, role description and evidence-based criteria used for the selection these should be shared with the prospective trustee.

A conscientious applicant will want to know more about the charity to ensure that they have the skills, experience and empathy to support the charity's aims. The charity should therefore be willing to provide the applicant with relevant information to assist them in their considerations. Prospective trustees can find information on undertaking their own due diligence about a charity on the ICSA website.

After the trustees have agreed on the individual(s) they would like to appoint to the board, letters should be sent to unsuccessful candidates, thanking them for their interest and, where appropriate, suggesting other ways in which the candidate could be further involved in the charity's activities; for example by volunteering on a specific programme or assisting with a campaign.

Regardless of the way the trustee is appointed, it is important that they must act solely in the interests of the charity and not of any other organisation or interested party. This is particularly relevant for those trustees that have other roles, for instance as an employee of the local authority funder, or a trustee elected by a regional group or branch of the charity. Whilst the opinions of these respective interests may help to inform the debate and discussion of the trustee board, individual trustees should not act as representatives of that particular group, but in the best interests of the charity and all beneficiaries.

# Charity trustee recruitment

## At the point of nomination and appointment

After the new trustee has been nominated, check if any notification to the world at large of the proposed appointment is appropriate. Any announcement may need to be co-ordinated with other parties, such as a major donor or another charity if there are mutual links between the two entities.

Write to the prospective trustee, asking for any information that is required by the charity itself, the Charity Commission and, for charitable companies, Companies House. The information requested should include:

- full present forename(s) and surname;
- date of birth;
- usual residential address(es) with home telephone number(s) and email address(es);
- business address(es) with telephone number(s) and e-mail address(es);
- any holiday home address(es) with telephone number(s) and email address(es);
- mobile phone number(s);
- full name of spouse, partner or other next of kin;
- completed register of interests form;
- signed declaration of eligibility to act as a trustee;<sup>14</sup> and
- photograph, if required for press release, visa applications, in-house publication, etc.

The charity may also find it useful to request a short biography for internal and public relations use upon confirmation of appointment.

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<sup>14</sup> A specimen version of such a declaration can be found on the ICSA website.

# Charity trustee recruitment

The Charity Commission, as part of the trustee return, requires the following information:

- name
- address
- daytime telephone number
- date of birth.

In addition, for directors/trustees of charitable companies, the following information will be required for the completion of Form AP01, which will need to be submitted to Companies House within 14 days of appointment:

- any former forename or surname
- nationality
- business occupation
- other directorships held (current as well as relinquished during the last five years).

It is suggested that, as a matter of good practice, all charities request the full range of information listed above. It is particularly important that charities are aware of any other directorships or trusteeships that new trustees may hold and any interests in contracts. This allows charities to monitor the range of skills and experience represented on their board and to identify any potential, or existing, conflicts of interest – financial or other.

# Charity trustee recruitment

## References and other due diligence

As with employment practices, it is essential for references to be taken to verify the experiences and skills of the candidate and check any other matters that may have arisen in the course of the recruitment procedure.

To ensure that the nominated trustee meets the legal requirements the charity can ask them to sign a declaration of eligibility,<sup>15</sup> there are also other checks the charity could undertake to ensure that the individual is eligible to serve:

- Individual Insolvency Register
- Disclosure and Barring Service, if the charity works with young people and/or vulnerable adults
- Companies House (director disqualifications)
- Charity Commission (trustee removals).

Additionally, if the charity receives gift aid, the prospective trustee must meet the HMRC 'fit and proper persons test'. Further information about the test can be found on the HMRC website.

## On appointment

When a new trustee is to be appointed, the charity secretary/governance professional should write to them<sup>16</sup> giving the necessary administrative and personnel details, together with any other relevant information in the form of an induction pack.<sup>17</sup>

This letter may be accompanied by a letter from the chair welcoming the new trustee and confirming the date of appointment.

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<sup>15</sup> A specimen version of such a declaration can be found on the ICSA website.

<sup>16</sup> Sample letters for appointment to either an unincorporated charity or a charitable company limited by guarantee can be found on the ICSA website.

<sup>17</sup> A model induction programme for new trustees can be accessed via the ICSA website.

# Charity trustee recruitment

In the case of a director/trustee of a charitable company the charity secretary/governance professional should complete Form AP01 so far as possible and send to the new director/trustee to sign. It is important to process this form quickly as it has to be filed with Companies House within 14 days of the date of appointment.

Details of the newly appointed director/trustee must be entered in the register of directors. Details of the director/trustee's interests in any contracts should be entered where appropriate. Any general notice of a director/trustee's interest in any contracts with the charity should be noted and minuted at the next meeting of trustees.

If appropriate, the appointment should be notified to the charity's:

- auditors;
- solicitors;
- insurers;
- bankers; and
- other professional advisers.

If the trustee is to be a signatory to the charity's bank accounts, a certified copy of the minutes appointing the trustee, plus specimen signatures and proof of identity should be sent to the bank. The bank mandate should be amended if necessary.

Prepare and distribute an announcement to the charity's senior management, any associated organisations and other charities.

If the trustee's name is to appear on the charity's letterhead, arrange for the necessary reprinting and replacement of existing stationery. Details of the trustee board on the charity's website and other social media sites should also be updated if the trustees' names are usually listed.

Liaise with the new trustee and agree a programme of induction. This is valuable for newly appointed trustees as it provides an overview of the nature and scope of the charity's work.

# Charity trustee recruitment

## Induction

The charity secretary/governance professional should take an early and proactive role in arranging a full induction programme for a new trustee. Such a programme should be designed to enable any new trustee to make the maximum contribution as quickly as possible. Additionally, it should be tailored to the individual trustee. At the end the trustee should be absolutely clear what is expected of them, and where to turn for help and guidance when required.

A trustee is more likely to discharge their responsibilities effectively if, prior to, or on appointment, they acquire some knowledge of the objectives and purposes of the charity as well as an understanding of those procedures that govern the way in which a trustee can or should act. A newly appointed trustee should, for example, also be able to assess the resources that are available to the charity and, if it owns property, the condition of that property. Every trustee should study their charity's governing document and seek clarification from the secretary on any points not understood. The broader question of governance may well be a topic to be raised at this point.

An induction programme might include:

- introductions to any trustees who were not met during the recruitment process as well as to senior management and staff;
- visits to any premises occupied by the charity;
- visits to the services run by the charity, with the opportunity to meet staff, volunteers and clients;
- introductions or visits to external advisers;
- mentoring by an existing trustee;
- assessment and provision of any necessary training; and
- a pack of written materials, such as the governing document, details of fellow trustees and board papers to name a few.

A specimen induction programme can be found on the ICSA website.

# Charity trustee recruitment

After the formal induction has been completed, the trustee should be invited to review the programme and suggest recommendations for improvement and further training and development opportunities. At this point it might also be appropriate to discuss the possibility of the new trustee being mentored by a more established trustee.

## Concluding comments

Effective trustees are the basis for a successful and efficient charity and therefore the importance placed on attracting and retaining appropriately skilled and experienced trustees, with empathy for the charity's aims, should not be underestimated.

Establishing robust systems for recruiting trustees from a range of backgrounds and communities provides charities with the best possible opportunities to find people with a range of skills and experiences of use to the charity and the activities it offers to support beneficiaries. Furthermore, by attracting trustees from the beneficiary groups of the charity, the organisation will strengthen its claims to be serving the needs of the beneficiaries as best it can.

After the recruitment, appointment and induction of trustees, the board should commit to undertake ongoing training and development to ensure that their knowledge is up to date and relevant. In addition to this continuous development and the annual skills audit, the board of trustees should review their performance both individually and collectively to assess strengths and weaknesses and identify where the board could be fortified to maintain their effectiveness in setting the strategic direction of the charity and controlling its administration.

# Charity trustee recruitment

## Appendix A:

### Further information, reading and resources

#### **Companies House**

[www.gov.uk/government/organisations/companies-house](http://www.gov.uk/government/organisations/companies-house)

#### **Charity Commission**

CC3 The Essential Trustee: What you need to know

CC30 Finding New Trustees

Trustee board: people and skills

Charity trustee: declaration of eligibility and responsibility

[www.gov.uk/government/organisations/charity-commission](http://www.gov.uk/government/organisations/charity-commission)

#### **HMRC**

[www.gov.uk/government/organisations/hm-revenue-customs](http://www.gov.uk/government/organisations/hm-revenue-customs)

Charities: Fit and proper persons guidance

[www.gov.uk/government/publications/charities-fit-and-proper-persons-test](http://www.gov.uk/government/publications/charities-fit-and-proper-persons-test)

#### **ICSA: The Governance Institute**

ICSA's resource centre featuring guidance notes and reports for company secretaries and governance professionals

[icsa.org.uk/knowledge/resources](http://icsa.org.uk/knowledge/resources)

#### **NCVO**

Sector infrastructure body that provides a trustee recruitment resource

[www.ncvo.org.uk/practical-support/information/governance/trustee-bank](http://www.ncvo.org.uk/practical-support/information/governance/trustee-bank)

#### **REACH**

An organisation that provides opportunities for professionals to volunteer in charities, including trustee positions.

[reachskills.org.uk](http://reachskills.org.uk)

#### **TimeBank**

An organisation that lists volunteer opportunities.

[timebank.org.uk](http://timebank.org.uk)

#### **Volunteering Matters**

Trustee support and recruitment

[volunteeringmatters.org.uk](http://volunteeringmatters.org.uk)



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Guidance notes offer authoritative advice, interpretation and sample materials for the many issues involved in the management and support of boards. As such, they are invaluable for those helping their organisations to build trust through good governance.

There are over 100 guidance notes available to ICSA members at [www.icsa.org.uk/guidance](http://www.icsa.org.uk/guidance)

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