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**The Council on Alcohol and Other Drugs (CAOD) Trustee Recruitment, Induction, Appraisal and Retirement /Removal Policy**

**Policy Statement**

The CAOD is committed to ensuring that the governance of the Charity is robust, and that the organisation is managed in accordance with current legislation. The CAOD will adopt procedures that are examples of good practice and improve the effectiveness of the organisation.

**Introduction**

The Charities Act 1993 defines charity Trustees as the people responsible under the charity’s governing document for controlling the administration and management of the charity.

Co-opted members do not have voting rights but are invited to join the board for their areas of specialist interest. Although they do not have the same legal responsibilities as trustees, they will be recruited and inducted in the same manner and would be required to adhere to the same code of conduct.

The Charity Governance Code for small charities (2017) Principle 5 states ‘*The board works as an effective team, using the appropriate balance of skills, experience, backgrounds, and knowledge to make informed decisions*’ and

*‘Trustees receive an appropriately resourced induction when they join the board that includes meetings with other members and staff (if the charity has staff) and covers all areas of the charity’s work.’*

In addition to this, disclosure is now required in SORP 2015 of the methods adopted for the recruitment and appointment of new Trustees and the policies and procedures adopted for the induction and training of Trustees.

As recommended by the NCVO, the composition of Board of Trustees should be representative, diverse, and inclusive involving a distribution of membership that encompasses individual trustees who are recruited for their:

* specialist skills or knowledge
* representative of those with a stake or interest in the charity’s work
* status, influence, contacts, or public standing

In addition, they must be individuals who share a passion for the charity and its purpose.

**Diversity statement**

The CAOD believes the Board will ensure that it engages effectively with the community it serves, responds effectively and equitably to the needs of its beneficiaries and reflecting Welsh society. The CAOD will be accountable and will ensure public confidence in its work by seeking to recruit a wide range of individuals and especially from all underrepresented groups, seeking to ensure:

* a balance of gender, people under 30 years of age, black, Asian and minority ethnic people, disabled people, and lesbian, gay, bisexual, and transgender people, reflecting the community we serve
* reflecting the community, we serve means it is also essential that the needs of adults with longstanding (chronic) illness are represented by the inclusion of individuals with current and ongoing lived patient experience (of physical illness) within the Board of Trustees
* reflecting the community, we serve means it is also essential that the representation reflecting the whole of Wales is to be developed too, including trustees from different locations and health boards.
* demonstrating a commitment to Welsh language and culture, seeking in some appointments the ability to communicate in Welsh as desirable

If representation on the Board does not reflect the areas of need of the charity, then an active recruitment campaign will be put in place to redress this balance.

**Recruitment process:**

The required expertise and experience is to be evidenced by at least one relevant recent and significant role / experience (within the last 3-5 years) of each trustee.

A minimum of one criterion of the ‘Essential criteria (A)’ is to be evidenced in Section 1 and at least two criteria from across Sections 1(B), Section 2 and Section 3 are to be evidenced.

**Section 1: Specialist Knowledge or Skills**

**A**: **Essential criteria** (Applicants must demonstrate **at least one area** of current, relevant experience and expertise in this section in order to apply.)

1. Significant experience and expertise in strategic leadership
2. Financial acumen, qualifications, experience, and expertise
3. Significant expertise and experience in governance
4. Qualifications, significant experience and expertise in legal matters

**B**: **Desirable criteria** – applicants may demonstrate additional expertise in one of these areas:

1. Expertise in strategic development of marketing (including digital) and communications
2. Expertise in strategic business planning and development
3. Expertise in development of organisational digital strategy

**Section 2**: **Representative of those with a stake or interest in the charity’s work**

(At least one patient and at least one clinician must be part of the Board composition)

1. Significant and current ‘lived’ patient experience that relates to physical illness, including in-hospital treatment as well as ongoing outpatient treatment
2. Experienced clinician or patient-facing health professional in any specialism relating to physical illness

**Section 3:** **Desirable: Status, influence, contacts, or public standing – desirable additions**

* Demonstrate via current role, that they have the status, influence, contacts, or public standing to be a trustee of the charity
* Demonstrate the skills, experience, credibility, public standing, and status to be a spokesperson for the charity – in English
* Demonstrate the skills, experience, credibility, public standing, and status to be a spokesperson for the charity – in Welsh

It is expected that Trustees will have more than one of these areas of expertise.

**Role of the Board of Trustees**

The role of the Trustee Board is to receive assets from donors, safeguard them and apply them for the charitable purposes as declared in the CAOD’s governing document. The Board of Trustees must always act in the best interests of the CAOD. The Board of Trustees must always act as a group and put personal interests to one side, therefore the trustees must ensure that personal, professional, and business agendas are not brought into the management of the charity. Any Conflicts of Interest must be declared by the Trustees.

**Appointment of Trustees**

In the governing document of the CAOD (Constitution: Foundation Model, Charitable Incorporated Organisation) there is a maximum number of 10 Trustees set, and there should be, at any one time, three Trustees in place.

An annual review of strategic priorities will inform ongoing development of the board composition and its expertise and diversity, together with any recruitment processes.

A Trustee must be over 18 years of age.

**Eligibility to become a Trustee**

It is a criminal offence for an individual to serve as a Trustee if disqualified from doing so. Rigorous checks will be carried out to ensure that all persons applying to become a Trustee are eligible. These checks will include:

* Two references (one from a current employer and one from an individual who has known the applicant for over two years and is not a relative). If the potential trustee is retired or not currently in employment, one reference should come from someone who has known them on a professional level.

Having a criminal record will not necessarily prohibit a person from becoming a Trustee but will a risk assessment will need to be carried out to determine suitability.

**Process for Appointment**

Potential Trustees can be recruited through:

* Recommendation
* Referral from a recruiting organisation (e.g., Volunteering Wales) as a result of an advertisement made by the charity.
* Self-Referral
* Advertisement, following a skills audit which identifies gaps

Potential Trustees will, initially be met by the Chair of the Board of Trustees and given an overview of the charity. Following this meeting the prospective Trustees will be given written background information about the organisation and invited to apply (details earlier in the policy).

Having applied, their applications have an **administrative check** to ensure they meet the outlined criteria.

They will be invited to meet with a minimum of two other trustees and through discussion and from their application, the meeting with members of the Board will ascertain the following information:

* Essential knowledge and skills
* Desirable knowledge and skills
* Are they truly a representative of those with a stake or interest in the charity’s work
* Do they have the status, influence, contacts, or public standing required by the role and the charity?
* Invite each applicant to say what attracts them to being a trustee?
* Invite each applicant to outline what benefit they believe they will bring to the charity

This is a two-way process, and the prospective Trustees should be given the opportunity to find out about what being a Trustee of the CAOD will entail, and this will help them decide whether or not they are still interested.

**Voting:** The members (the trustees) then vote on each application as to whether they wish to make the trustee appointment.

**Two references** will be followed up, directly following the meeting and on receipt of these references, recommendations will be made to the Board of Trustees. If the Board agree the new candidate will be invited to attend the next available board meeting.

At this point, the new Trustee will be asked to:

* Complete and sign the declaration of interest form, to be retained by the Trustee with responsibility of Governance.
* Sign a declaration that they are eligible to serve as a Trustee
* Complete the self-disclosure form
* Agree and sign two copies of the code of conduct, one to be retained by the new Trustee and the other by the Trustee with the responsibility for Governance.

The new Trustee will be elected at the next Board meeting and the Trustee will be sent a letter of appointment. The Chairperson of Board will notify the Charity Commission of the appointment.

**Term of service**

Apart from the first trustees, upon election, all Trustees will be asked to serve a maximum period of three years before being asked to stand down and stand for election again.

Anyone who reaches the end of their term must go through the recruitment process in order to maintain the balance of skills to meet the needs of the charity. Those needs will develop with strategic priorities year on year.

**Expectations of Trustees**

A role description outlines the duties of the Trustee, and a person specification details the experience and qualities needed to fulfil the role.

Trustees are expected to attend all board meetings. If unable to attend meetings must send their apologies.

Board meetings are held approximately six times during the year, primarily on line. Each meeting lasts up to a maximum of 2 hours, is usually in the late afternoon or very early evening and papers are provided by email five days before the meeting.

Trustees are expected to acknowledge receipt and confirm their attendance promptly in receipt of papers.

With a commitment to sustainability in all that it does, Board papers are only provided electronically, not in hard copy. Board meetings are held virtually to allow for inclusion and to support our commitment to sustainability.

As stated in the Constitution, decisions may be taken by the Board via email.

Occasional other meetings are held for board development.

**Expenses**

Trustees are able to claim reasonable out of pocket expenses in relation to travelling and other expenses (refreshments). Under the terms of Daring to Dream’s governing document, Trustees will not be paid for carrying out their duties on behalf of the organisation, although they may be paid for professional services if agreed by the board and providing proper conflict of interest have been observed.

**Induction**

All Trustees should receive:

* Outline of current boards skills, experience, and responsibilities
* A copy of the previous year’s annual report and financial report
* A copy of the Constitution
* A copy of the previous board meeting minutes (once agreement for appointment has been made by the Trustees)
* A copy of the business plan
* Charity Commission CC3 – The essential trustee: What you need to know
* Charity Commission CC60 – The Hall marks of an Effective Charity
* Charity Code of Governance for smaller charities (2017)
* Copies of all the current up to date policies (once agreement for appointment has been made by the Trustees)

An induction process will be developed; this will include:

* Meeting board members and being made aware of the board’s working protocols
* Utilisation of the excellent free resources and video guidance from the Charity Commission, the WCVA and other resources
* Safeguarding training – annually for all trustees
* Circulation of WCVA policy updates

The induction process is currently not supported by financial resources; it will utilise excellent existing resources and be provided largely as ‘online learning’ together with ‘active learning’ from each other.

All Trustees are encouraged to actively promote and support organised events of the charity.

**Ongoing Support and Training**

Trustees will be kept up to date with Charity Commission guidance and policy news through the board meetings and via email. Trustees will be offered ongoing training opportunities. Some training maybe seen as essential for their role as Trustee, and they will be expected to attend such training:

* Safeguarding – all trustees
* Health and Safety
* Employment Law
* Financial Management
* Diversity and equal opportunities

This training may be collective or individual and will offered electronically. Training will be provided either in-house or from other reputable training providers.

Trustees will be kept up to date, by email, on updates from the Charity Commission, the WCVA, local CVCs, and other relevant organisations.

Note: training opportunities (other than free online training updates and events) will be proportionate to the size of the charity and the ability to establish enough income to set up a training budget.

**Annual trustee appraisal and review of the Board**

Following an initial review and benchmarking exercise of the board’s current expertise and diversity in March 2026, the board will move into an annual process (outlined below) of annual trustee appraisal and board review.

To be adopted from April 2026: Once a year, the chair has a 1-1 conversation with each individual trustee to consider their contribution to the charity and identify if there is a need for additional training or support and or a desire to take on additional [trustee] role(s) or contribution(s).

In the case of the chair, their meeting will take place with the trustee responsible for governance. The process is a 2 way conversation discussing contribution towards each strategic priority of the charity. A policy, utilising resources from support agencies will be used to support this process.

During the same period annually, following a review of the charity’s strategic priorities, the Board will also review the experiences, skills and expertise that are needed to take the charity forward.

The findings of the above then inform that year’s annual trustee recruitment processes.

Review date: April 2026

**Annual trustee appraisal and review of the Board – to be adopted from April 2026**

**The key aim is to :**

* Develop the CAOD as a strategic organisation with a positive and inclusive culture and robust governance

In order to ‘measure’ the effectiveness of the Board, the following must be considered

**Overall Effectiveness**

* What part does the Board play in ensuring that these aims are met and that the objectives underpinning these aims are achieved?
  + *Evidence – the Board receives a report at every meeting from the chief executive setting out progress against the strategic plan which is scrutinised by the Board and recorded in minutes.*
* What added value does the Board bring?
  + *Evidence – minutes of meetings and changes made as a result of Board questioning.*

**Governance and management**

* The Board and senior managers understand the distinction between governance and management and the grey area between these
  + *Evidence - statement on website setting out this distinction*
* Senior managers attend and contribute to Board meetings
  + *Evidence – l Board focuses on broadly strategic matters relating to the remit letter*

**Links to the wider sector**

* The Board understands and relates to those it serves i.e., its beneficiaries (those who live with physical illness in Wales)
  + *Evidence - Board regularly updated on work of the membership focus groups*
  + *Board members support events – mostly online*

**What difference does the Board make?**

* An audit trail showing how key decisions have been shaped as a result of Board deliberations
  + *Evidence -* r*ecord kept by board secretary tracing how two or three key decisions have evolved following scrutiny by Board.*
* Culture of meetings
  + *Evidence:* 
    - *challenge and open dialogue is encouraged*
    - *examples of questions included in minutes*
    - *annual trustee assessment questionnaire and annual meeting with chair/vice-chairs*

**Quality and distribution of papers**

* Timely provision of meeting papers
  + Evidence
    - *papers are distributed five working days before Board and Committee meetings*
    - *Records kept by board secretary*
    - *All papers set out clearly the purpose of the paper, its author, how it fits into the strategic direction of Daring to Dream and avoids use of jargon*

**Openness and transparency**

* Openness and transparency clearly demonstrated
  + *Evidence* – *Daring to Dream’s website*

*(i) describes background of Board members; responsibilities of the Board, Chief Executive and Senior Managers; and the relationship of the Board to Stakeholder and other groups*

*(ii) includes records of dates of Board and committee meetings and identifies key topics discussed (excluding any confidential items)*

*(iii) includes statement of support for the Nolan principles of good governance and confirms that each Board member has signed a statement supporting these principles*

*(iv) each Board member signs a publicly available declaration of interest form*

*(v) annual report is available on the website*

**Risks**

* How well does the Board respond to risks?
  + *Evidence - annual report addressing Audit and Risk, setting out summary of risk analysis taken by the Board and regularly reported to the Board*

**Attendance**

* Individual attendance at Board meetings

*Aim is to have 100% attendance by each individual (although in reality this is always unlikely to be achieved)*

* + *Evidence – annual analysis by board secretary*
* Overall attendance at Board meetings

*Aim is to have 100% attendance (although in reality unlikely to be achieved)*

* + *Evidence – - annual analysis by board secretary*
* Individual attendance at Committee Meetings (once Committees are in place)

*Aim is to have 100% attendance (more likely to be achieved than for Board meetings as dates are more flexible)*

* + *Evidence – annual analysis by board secretary*
* Overall attendance at Committee meetings

*Aim is to have 100% attendance (more likely to be achieved than for Board meetings as dates are more flexible)*

* + *Evidence – annual analysis by board secretary*

**Training and updating sessions**

* Board up to date with developments
  + *Evidence – number of training and/or updating sessions provided to Board – board secretary keeps record*

**Annual Board assessment questionnaire**

* A questionnaire distributed to members and senior managers on the performance of the Board and results reported to Board
  + *Evidence – overseen and analysed by the board secretary.*

**Annual appraisal of Board members**

* Individual participation and contribution at Board meetings
  + *Evidence – annual meeting with the Chair / Vice-Chair*

**Note: record-keeping on website to be expanded during 2026-2027 to build this record**

**The Council on Alcohol and Other Drugs’ Trustee Assessment Record (Annual)**

|  |  |
| --- | --- |
| **Name** |  |
| **Period** |  |
| **Date of appointment/reappointment\*** |  |
| **Date appointment/reappointment ends\*** |  |
| **Committee membership (if applicable)** |  |

1. **Attendance at meetings**

|  |  |
| --- | --- |
| **Board meetings\*** |  |
| **Committee meetings (if applicable)** |  |

\*will be completed by board secretary.

1. **Board Feedback**

|  |
| --- |
| **What are your views on what the Board does well?** |
| 1. **Continuous development** 2. **Performance** 3. **Governance** 4. **Other** |
| **What could the Board do better?** |
| 1. **Continuous development** 2. **Performance** 3. **Governance** 4. **Other** |
| **What works well in terms of the working relationship between Board, (its Committees, when appropriate) and Executive?** |
|  |
| **Your feedback to the Chair: What does the Chair does well?** |
| 1. **Leading continuous development of the Board and Charity** 2. **Performance of chair** 3. **Ensuring governance is fit for purpose** 4. **Other** |
| **Your feedback to the Chair: What could the Chair do more of?** |
| 1. **Leading continuous development of the Board and Charity** 2. **Performance of chair** 3. **Ensuring governance is fit for purpose** 4. **Other** |

1. **Individual feedback**

|  |
| --- |
| **What have been your most valuable contributions to the Board?** |
|  |
| **Are you satisfied your skills and experience have been fully utilised?** |
|  |
| **Is there an area or areas where you would like to contribute more? (please provide significant evidence of your expertise that indicates your potential to contribute more)** |
|  |
| **Are there any areas for personal development?** |
|  |
| **What are your four main objectives for next year?** |

|  |  |
| --- | --- |
| **Signed Board Member** |  |
| **Signed Chair** |  |
| **Date of completion** |  |

**Retirement or Removal of a trustee**

1. **The constitution of the CAOD states that a charity trustee ceases to hold office if he or she:**
2. retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice takes effect to form a quorate at the meetings).
3. is absent without permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated.
4. Dies.
5. in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months.
6. is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
7. is removed by the charity trustees for other appropriate professional reasons including breakdown in trust, conflict of interest, breach of code of conduct. To do this, charity trustees must adopt the process outlined in the charity’s approved trustee recruitment policy.

The constitution also states that any person retiring as a trustee is eligible for reappointment.

1. **The procedure for the Board to follow through on these issues is:**
2. Always to act based on facts and respect the dignity of the individual who it is proposed to retire or to remove.
3. For retirement or removal because of reasons (a) – (e), this is simply for the matter to be proposed and approved by the Board either in writing or in a trustee meeting which is face to face or electronic. A 75% majority decision is required by the Board.
4. Following approval, the chair will then need to inform the Charity Commission, the charity’s bank and ensure any amends are noted or made to relevant public documents or the charity’s website.
5. For removal for reasons aligned with clause (f), a staffing sub-group of the Board will:
6. Establish facts behind the matter under discussion.
7. Nominate one of that sub-group to hold an informal conversation with the individual
8. In the spirit of natural justice, offer that individual two weeks in which to formulate a reply back to the sub-group either in writing or via a video conversation.
9. The sub-group will then make their recommendation to all the trustees.
10. It will require a 75% majority vote to remove the trustee.
11. Following approval, the chair will then need to inform the Charity Commission, the charity’s bank and ensure any amends are noted or made to relevant public documents or the charity’s website.

|  |  |  |
| --- | --- | --- |
| Date | Changes made | Review date |
|  |  |  |
|  |  |  |

Signed:

Name:

Position: Chair