

Finding your voice: Tips for Trustees

By Leon Ward, Charity & Governance Advisor

As a columnist for the 'Big Give', I was recently asked a question regarding trustees not knowing their basic duties. My answer below contains general principles, which boards and trustees should consider in creating an empowering environment on the board.

The question:

What would you recommend to someone who finds it difficult to challenge other people on a board, on what feels like pre-made decisions by the Chief Executive – to find a stronger voice?

My answer:

It depends on who in the charity you are dealing with, as this will alter the techniques you could use to develop a stronger and more influential voice, both in the boardroom and throughout the wider organisation.

As a general rule for dealing with this type of situation, it's always best practice to ensure you are fully prepared and that you understand how and why people have come to the decisions that they have and you can summarise what actually is your issue. If anything, this prevents you from making a fool out of yourself because you haven't paid enough attention to the board papers!

If the issue is solely with the chief executive: you need to distinguish whether the decisions that you feel are 'pre-made' decisions that actually need to be authorised by the board as opposed to issues that are merely for board information. You may want to ask whether the decision affects the charities money. Does it affect service delivery and thus affect those that benefit from your work? Is there any type of risk to the charity?

Whilst trustees should seek to support the operational team, your duty is 'primarily' to act in the best interests of the charity as a whole. Sometimes, this does mean that you have to use your exclusive trustee powers and tread on the toes of the Chief Executive.

Ultimately, as trustees, you have the right to: delay the implementation of any decisions; challenge the Chief Executive on anything they have decided; and prevent them from doing whatever it is they propose. However, you should also remember that in ordinary circumstances, trustees should not delve into detail and should not undermine the Chief Executive; you have to get the balance right. If you want to take issue with executives, it may be worth asking for a closed session amongst trustees only. This will give you the space to

raise any concerns you have. Usually, these sessions are not minuted, so you can raise your issues anonymously and present them to the executives as “the board's concerns”.

If the issue is with your chair: unfortunately, whilst formal processes may be outlined in your constitution, this is always an awkward situation to deal with and you may need to take a slightly more informal approach. The chances are that there will be at least one of your trustee colleagues who share your feelings. In these situations, I find it best to ‘sound out’ your issue with one of them (likely outside of a formal meeting), seek their advice – and together – you can decide on the best action to take.

You may then decide to raise this with a smaller group of trustees if you still want to test the environment. I would suggest you contact several trustees and if they have the appetite to support you, then move a motion at the next board meeting. People don’t like surprises, and so the more you can inform the better.

It is likely that the best part of the meeting to raise this is in 'any other business'. Depending on the severity of your issue, it is worthwhile knowing that as trustees, you have the power to pass a vote of no confidence in your chair and to assign a temporary replacement until you have the time to conduct a full recruitment process. If things get really serious, you can seek support from the Charity Commission.

I hope and assume that you appreciate that this is a ‘nuclear’ option, and should only be undertaken if the issue is truly serious and fundamental to the values, ethics and functioning of the organisation.

If this is with the general board process: if you feel uncomfortable with the way that your board works, then you may want to request a governance review (this suggestion would normally come from the Chair, but you can, tactically, raise it); you can either ask the Chair to select somebody to lead or assign the task to the governance subcommittee (if you have one).

If you are a Chair and you are reading this, then you may want to consider asking trustees whether they are happy with your performance as ‘Chair’ and with the board’s performance more generally. 360 degree appraisals (and even better, 720 degree appraisals, which includes the perspectives of external partners) are important - no matter at what level of the organisation. First and foremost, Chairs are trustees – they may be 'first among equals', but they are still equal.

Depending on resource and capacity, you (assuming you are supported by your colleagues) may wish to appoint an external consultant to lead the review, which then makes it less awkward for you to speak out – because they will do it for you!

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