Background Information

As well as fulfilling a governance and oversight role, EAUC's trustees agree the strategy and priorities of the association. We have 2 Resolutions for this AGM.

Resolution Paper AGM15-01 – Election of Co-Opted Board Members who will act as Company Director and Charity Trustee

The first Resolution is to vote the TWO co-opted Trustees. In between AGMs the Board are able to co-opt Trustees as and when vacancies arise to ensure the Board maintains the skills and representation required. Two trustees have left the section since the last AGM and therefore retired from the Board (Diane Dale of Wiltshire College and Harriet Sjerps-Jones of University of Exeter). The Board co-opted Chris Long of Bridgend College on 24 July 2014 to ensure Further Education continued to be represented. Janet Haddock-Fraser of Canterbury Christ Church University was co-opted on 8 October 2014 to ensure academic knowledge was represented on the Board. The Board are recommending to Members to vote in favour of continuing both of these appointments. You may vote for up to **2 (TWO)** candidates.

Resolution AGM15-01	**Your Instruction**
To elect **Christopher Long** as Trustee/Director	for/against*
To elect **Janet Haddock-Fraser** as Trustee/Director	for/against*

Resolution Paper AGM15-02 – Election of Board Member who will act as Company Director and Charity Trustee

We also have **one vacancy** to fill on the Board of Trustees. The Board are particularly looking for the following skills and specifically look for out of sector experience as we value a broader perspective this brings:

- Financial expertise including risk management and budget setting
- Director/Senior Management/Deputy level e.g. Director of Finance, Chief Finance Officer, Finance Manager
- All nominations would ideally have previous board experience

We received 2 nominations. You may vote for up to **1 (ONE)** candidate only. Vote by clicking in the box next to your chosen candidate.

Resolution AGM15-02	**Your Instruction**
To elect **Dianne Handley** as Trustee/Director	for/against*
To elect **Andrew Hewett** as Trustee/Director	for/against*

How does the process work?
As per our constitution, only Educational Members can apply to be a trustee and director. That means trustee nominees have to work in an organisation that is a current Member and they are from a university, college or learning and skills sector provider. Company Members and Strategic Partners are not eligible to apply. All nominees have been verified as eligible to apply. The process for selecting trustees is as follows:

- We asked for Trustee Nominations in January with a closing date of 10 February 2015. We received 2 Trustee Nominations.
- The Board select their recommendations if required – the Board have agreed that a recommendation is not required for this particular vote.
- **All** applications received (two) are sent to the Educational Members and are asked to vote
- Votes are taken by Educational Members present at the AGM or those who vote by proxy prior to the AGM. Voting will take place prior to the AGM electronically to ensure as many Members have the opportunity to vote.
- Only one vote is cast per member institution. We have asked all Key Member Contacts to inform us by 9th February 2015 if they wish to change the nominated person who will vote on their institution's behalf. The nominated person will be sent voting details direct with instructions on how to vote

For full details of how this process works please refer to our Constitution at http://www.eauc.org.uk/eauc_governance.

How does the Board decide what skills are required?
The People & Performance Sub-Committee review the existing skills from the trustees, taking into account those skills that are leaving and any gaps that are felt required to ensure the continued governance of the organisation. The People & Performance Sub-Committee then put forward their recommendations to the Board who approve the skills to recruit. It was felt that financial expertise, senior management and previous board experience is required. This particular role will be required to take on the role of Deputy Treasurer for the Board. This will provide continuous support for the Board as the current Treasurer is due to retire from the Board in 2016.

What is required from a trustee?
Trustees are required to attend Board meetings. The Board has two short meetings per year (virtual), plus two strategic planning days (face to face). Communications also take place via email in between meetings.

This particular Board member will be required to take on the role of Deputy Treasurer for one year and then Treasurer from 2016. This particular Board member will also be expected to participate on the Audit Sub-Committee and from 2016, Chair this Sub-Committee. Board members are also asked to represent the EAUC as required. Trustees act as ambassadors for the EAUC. A role description for trustees is attached as an appendix.

What is the role of the Treasurer?
The functions of the Treasurer are:-

1.1 to act as an ambassador for the Company;
1.2 to ensure that Audit Sub-Committee meetings are conducted efficiently;
1.3 to ensure that recommendations are made clearly to the Board;
1.4 oversee the relationship with the external auditor;
1.5 reviews and approves the statement of financial activities for the annual report;
1.6 to review the effectiveness of the company's internal controls, risk management systems and recommendations of audit;

1.7 to approve the Chief Executives expenses;

1.8 to review regular finance reports and budget setting;

1.9 to encourage the Board to take professional advice when it is needed and particularly regarding financial, audit and risk management systems;

1.10 to attend the AGM and present the annual accounts.

The day to day finances are managed within the staff base and prepare reports for the Audit Sub-Committee and Board. The Terms of Reference for the Audit Sub-Committee can be found in the Appendix area.

How long does a trustee stand for?
Each elected trustee shall hold office until the expiry of the fifth AGM after the AGM at which he or she is appointed. A retiring elected trustee will not be eligible for re-appointment until the AGM after the AGM at which his or her term of office ends.

If a trustee leaves their employer and no longer works for a university, college or learning and skills sector provider that is an EAUC Member they have to vacate their position.

What happens if Members do not agree with the Board's recommendations?
The Board can only make recommendations to Members at the AGM on who they feel are best placed to be appointed. The recommendation is based on the skills audit and who they feel would be of most benefit to the organisation. Members can choose to accept the Board's recommendation or they can vote on any of the applications. Those who have the majority vote will be appointed.

Will Members see all the applications before the AGM?
Yes, Members will see all of the nomination applications received unless there is a legal or constitutional reason why they cannot be considered for nomination.

Who currently sits on the Board?
You can view the current Board at http://www.eauc.org.uk/our_executive_committee. We currently have 6 elected trustees, 2 Branch Convenors and the CEO and 2 co-opted trustees. Helen Manns will be retiring from the Board at the AGM on 24th March 2015. The new position will be activated if voted by Members at the AGM on 24th March 2015. Our constitution states a maximum of 9 elected trustees.

Why a Trustee and a Director?
We are registered as a charity and all trustees are registered with the Charity Commission. We are also a registered company and all trustees are registered as Directors of the company with Companies House.

I need further information?
If you would like more information or would like to talk to us before submitting your nomination please email Robert Bellfield, Chair of the Board, at rbellfield@craven-college.ac.uk or 01756 791411 or Iain Patton, CEO, ipatton@eauc.org.uk, 01242 714321.

• You can view our constitution, previous Board papers and Annual Reports at www.eauc.org.uk/eauc_governance.

• You can learn more about the history of the EAUC at www.eauc.org.uk/about_us.
• You can learn more about the role of a Trustee at www.charity-commission.gov.uk/Publications/cc3.aspx. .

Appendix 1

Role Description for Trustee

The statutory duties of a trustee

- To ensure that the EAUC complies with its governing document, charity law, company law and any other relevant legislation or regulations
- To ensure that the EAUC pursues its objectives as defined in its governing document and through the Strategic Plan
- To ensure the EAUC uses its resources exclusively in pursuance of its objectives: the charity must not spend money on activities which are not included in its own objectives, no matter how worthwhile or charitable those activities are
- To contribute actively to the board of trustees' role in giving firm strategic direction to the EAUC, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets
- To safeguard the good name and values of the EAUC
- To ensure the effective and efficient administration of the EAUC
- To ensure the financial stability of EAUC
- To protect and manage the assets of the charity and to ensure the proper investment of the charity's funds
- To appoint the Chief Executive Officer and monitor his/her performance
- To ensure a mechanism is in place to review and assess the effectiveness of EAUC governance

Other duties

In addition to the above statutory duties, each trustee should use any specific skills, knowledge or experience they have to help the board of trustees reach sound decisions. This may involve:

- Scrutinising board papers
- Leading discussions
- Focusing on key issues
- Providing guidance on new initiatives
- Taking advice from EAUC's Member Advisory Council (MAC)
- Other issues in which the trustee has special expertise

Trustees retire at the fifth AGM after their appointment.

The role is unpaid. Reasonable travel expenses will be met according to the EAUC Travel Policy.

Commitment of Board Members

Person Specification for an EAUC trustee

Essentials

- Commitment to the EAUC and its Mission, Vision and Values
- Understanding of the legal duties, responsibilities and liabilities of trusteeship
- Willingness to put time and effort into the trustee role
- Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership

Personal qualities

- Sound independent judgement
- Impartiality, fairness and confidentiality
- Willingness to speak his or her mind
- Tact and diplomacy
- Respect for others
- Desire to learn new skills

Specific abilities

- Strategic vision
- Creative thinking
- Effective team member
- Excellent communication and interpersonal skills

Experience

- Interest in sustainability issues such as climate change, education for sustainability or social responsibility

Appendix 2

Terms of Reference – Audit Sub-Committee

Purpose: The Audit Committee's primary function is to assist the Board in fulfilling its oversight responsibilities with respect to the audit of EAUC's books and records and the system of internal controls, including risk, that EAUC has established.

Membership: No less than four members are appointed by the Board in consultation with the Chair of the Audit Committee. At least one will have recent and relevant financial experience. Only members of the committee have the right to attend meetings but others (e.g. external advisors, auditors, CEO, Finance staff etc.) can be invited to attend all or part of any meeting as and when appropriate. Appointments to the committee are for a period of 2 years extendible for another 2 year period by agreement.

Chaired by: Treasurer

Secretary: Company Secretary who is responsible for the meeting notice, agenda and minutes.

Meeting Schedule: At least four times a year at appropriate times in the reporting and audit cycle and otherwise as required.

AGM: The Committee Chairperson leads on the annual reporting of the committee's activities, attends the AGM and is prepared to respond to any relevant shareholder questions.

Internal Audit
The Audit Committee:

- keeps under review the effectiveness of the company's internal controls and risk management systems;
- reviews and approves the annual audit plan;
- reviews and monitors management's responsiveness to the findings and recommendations of audit.

External Audit
The Audit Committee:

- considers and makes recommendations to the board, to be put to shareholders for approval at the AGM, in relation to the appointment, re-appointment and removal of the company's external auditor. The committee oversees the selection process for new auditors and if an auditor resigns the committee investigates the issues leading to this and decides whether any action is required;
- oversees the relationship with the external auditor;
- reviews and approves the annual audit plan;
- reviews the findings of the audit;
- reviews the management letter and management's response to the auditor's findings and recommendations;
- reviews the effectiveness of the audit.
- at least once a year reviews its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommends any changes it considers necessary to the board for approval.