

REA POLICY

Trustee Governance Policy

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1. Purpose

This policy outlines trustees' legal duties, constitutional responsibilities, expected conduct, meeting and action commitments, officer and portfolio roles, and the records REA must keep.

Its purpose is to support a capable and accountable Board that advances REA's charitable objective for the public benefit.

2. Scope

This policy applies to all REA charity trustees and to REA's processes for recruiting and appointing new trustees.

Non-trustee volunteers, advisers, committee members, contractors or employees are outside the trustee provisions of this policy and are governed by the terms and policies applying to their roles. Any committee or other person acting under delegated authority must remain within the Board's recorded delegation.

3. Definitions

Term	Meaning
Board	The REA charity trustees acting collectively as the governing body of the CIO.
Charity trustee	A natural person validly appointed under the Constitution who shares ultimate responsibility for directing and governing REA.
Member	A voting member of the CIO. Under the REA Constitution, the members are the charity trustees for the time being.
Officer	A trustee appointed by the Board as Chair, Vice Chair, Treasurer, Secretary or another officer. Officer duties do not replace collective trustee responsibility.
Founding Trustee	The people named as Founding Trustees in clause 9(5) of the Constitution, to whom the Constitution applies different term and removal provisions.
Conflict of interest	A situation in which a trustee's personal interests or duties to another person or organisation could, or could appear to, influence their judgement for REA.
Quorum	The minimum number of eligible trustees who must be present when a decision is made.
Delegation	Authority given by the Board to a committee, trustee, volunteer or other person to carry out defined work or make defined decisions, while the Board retains oversight.

4. Status and governing framework

REA is a Foundation Charitable Incorporated Organisation registered in England and Wales. Its Constitution, last amended on 9 December 2024, is its governing document. This policy supports the Constitution but does not amend it.

Order of authority

The Charities Act 2011 and other applicable law come first, followed by the REA Constitution. Board policies, the Trustee Charter, role descriptions, delegations and working practices must be consistent with them. If there is a conflict, the higher authority prevails and the Board must correct the lower-level document.

The Board voluntarily adopts the Seven Principles of Public Life—selflessness, integrity, objectivity, accountability, openness, honesty and leadership—as behavioural standards. They supplement, but do not replace, trustees' legal duties.

Constitutional requirement	Current REA rule
Board size	At least 2 and no more than 8 charity trustees.

Constitutional requirement	Current REA rule
Eligibility age	A trustee must be a natural person aged 16 or over and must not be disqualified.
Ordinary term	Three years, with reappointment permitted by a properly convened Board resolution.
Founding Trustees	Not subject to the ordinary three-year terms while eligible and willing to serve; special removal provisions apply.
Required officers	The Board must appoint a Chair and Vice Chair from among the trustees. It may appoint a Treasurer, Secretary and other officers.
Meeting quorum	Two trustees or the number nearest to one third of the total number of trustees, whichever is greater. A conflicted trustee is excluded where not entitled to vote.
Meeting decisions	Majority of eligible trustees present; the meeting chair has a casting vote if votes are equal.
Written resolutions	Agreement of a majority of all trustees, after circulation to all trustees, authenticated and delivered within 28 days.
Formal documents	A document executed by signature must be signed by at least two trustees.

5. Eligibility and Board composition

5.1 Eligibility

Before appointment and throughout service, every trustee must:

- be a natural person aged at least 16, as required by the REA Constitution for this CIO;
- not be disqualified from acting as a charity trustee unless a Charity Commission waiver expressly permits the appointment;
- expressly accept the office of trustee in the form decided by the Board;
- be able and willing to exercise independent judgement, give sufficient time and fulfil the duties in this policy;
- meet any lawful safeguarding or role-specific requirement applying to the position; and
- tell the Chair or Secretary immediately if any eligibility, disqualification, conflict, regulatory or fitness issue arises.

The Constitution does not impose a nationality or UK-residence requirement. A trustee based outside the UK must still be able to participate effectively, comply with the law governing REA and complete any identity, banking, tax or regulatory checks required.

Where REA claims or intends to claim UK charity tax reliefs, trustees and any other relevant managers must meet HMRC's fit and proper persons requirements. REA may require the HMRC model declaration and retain it in accordance with HMRC and REA retention requirements.

DBS or other criminal-record checks will be requested only where the role is legally eligible and the check is necessary and proportionate. Appointment of a trustee under 18 requires the Board to plan appropriate support and safeguarding and to check any age restriction affecting a proposed officer, banking or contractual function.

5.2 Composition, skills and succession

The Board must remain within the constitutional minimum of two and maximum of eight trustees and retain enough unconflicted trustees to make valid decisions.

At least annually, the Board will review its skills, knowledge, experience, capacity, backgrounds, perspectives, officer succession and forthcoming term dates. Recruitment must respond to the needs of REA rather than automatically replacing like with like.

REA welcomes applicants from different backgrounds, disciplines, sectors, career stages and lived experiences. Selection must remain based on the published requirements and the best

interests of the charity. Diversity information must be voluntary, handled under the Data Protection Policy and separated from selection where appropriate.

6. Recruitment

6.1 Authorisation and planning

The Board must approve the need to recruit, the role description, essential and desirable criteria, expected time commitment, term, recruitment route, panel and timetable.

Vacancies should normally be advertised openly through REA and appropriate external networks. A direct approach may be used where justified, but the reasons and fair assessment process must be recorded.

6.2 Accessible applications and assessment

Applicants may provide the requested information through a CV and statement, an application form, a short audio or video submission, or another reasonable accessible format agreed in advance. The format itself must not affect assessment. REA will offer reasonable adjustments and use the same published criteria for every candidate.

Shortlisting and interview should normally involve at least two unconflicted trustees. If that is not practicable, one trustee may conduct the process with a structured record for review by the Board. Candidates must be given an accurate description of the legal responsibility, workload, term, expenses, expected participation and unpaid nature of the role.

Assessment will consider:

- eligibility, integrity and willingness to accept the legal duties of trusteeship;
- commitment to REA's charitable object and public benefit;
- capacity to prepare for meetings, communicate and complete agreed actions;
- skills, knowledge, experience and perspectives relevant to identified Board needs;
- ability to contribute independently, constructively and collectively;
- actual, potential or perceived conflicts and whether they can be managed; and
- any support, induction or reasonable adjustment needed for effective participation.

6.3 Pre-appointment checks

Before appointment, the Secretary must complete the Trustee Appointment and Eligibility Register and the appointment record in Annex A. As a minimum, REA must:

- verify identity and obtain the information required for the statutory register and Charity Commission account;
- obtain a signed declaration of eligibility, responsibility and willingness to act before appointment;
- check the official insolvency, disqualified-director and removed-trustee registers, recording the date and result;
- obtain and assess a declaration of interests and consider whether enough unconflicted trustees will remain;
- normally obtain at least one satisfactory reference; any exception requires a recorded Board reason and alternative assurance;
- make only lawful, necessary and transparent public-profile or social-media checks, having told the candidate what will be checked and why;
- complete any eligible safeguarding check and HMRC fit and proper declaration required for the role; and
- handle all candidate information under the Data Protection Policy and retain only what is necessary.

Relevant guidance: [Finding and appointing new trustees \(CC30\)](#) · [Automatic disqualification](#) · [HMRC fit and proper persons test](#)

7. Appointment, terms and officer roles

7.1 Appointment and acceptance

Apart from the first trustees, a trustee is appointed for a three-year term by resolution at a properly convened, quorate trustee meeting. The minutes must record the full name, appointment date, term end date, decision, conflicts considered and confirmation that the required checks and acceptance have been completed.

If the number of trustees falls below two, the remaining trustee or trustees may act only to call a trustee meeting or appoint a new trustee. The normal checks must still be completed as far as reasonably practicable and the appointment fully recorded.

The Secretary must update the combined member and trustee register, Trustee Appointment and Eligibility Register, term record and Charity Commission details. The Constitution requires changes to registered particulars to be reported within 28 days.

7.2 Terms and reappointment

The Secretary must alert the Board before each ordinary trustee's three-year term ends. Reappointment is not automatic and requires a properly convened Board resolution that considers eligibility, contribution, attendance, skills, succession, conflicts and the needs of the charity. The Constitution does not set a maximum number of terms.

Clause 9(5) gives the two named Founding Trustees a different position: they are not subject to the standard three-year terms while they remain eligible and willing to serve. Any uncertainty about a former Founding Trustee's status or later return should be resolved by reference to the Constitution and appropriate advice rather than assumed.

7.3 Officers and portfolio responsibilities

The Board must appoint a Chair and Vice Chair from among the trustees. It may appoint a Treasurer, Secretary and other officers and may revoke or vary an officer appointment at any time. Officer and portfolio appointments, authority, review dates and changes must be recorded in the minutes and role register.

A role description or delegated portfolio identifies a lead; it does not give that person unlimited executive authority or make them solely responsible. All trustees remain collectively responsible for governance, finances, safeguarding, compliance and strategy.

8. Induction, learning and annual assurance

On or before appointment, REA must provide the current Constitution and latest Trustees' Annual Report and accounts. The full induction pack must also include:

- The Essential Trustee (CC3), the trustee role description, this policy and Trustee Charter;
- REA's charitable object, strategy, current priorities, risk register and organisational structure;
- recent Board minutes, current management information, budget, bank and financial-control arrangements;
- key policies, including conflicts, safeguarding, data protection, finance, expenses, complaints and acceptable AI use;
- the trustee action system, shared-drive structure, communication arrangements and access/security rules;
- details of insurance, professional advisers, regulators and reporting deadlines where relevant; and
- contact details and introductions needed to understand REA's work and people.

An induction meeting should take place before the first substantive Board meeting or as soon as possible afterwards. Core induction should be completed within eight weeks, recorded in the

Trustee Induction Register and reviewed with the trustee after approximately three months. Reasonable adjustments and mentoring should be provided where needed.

Every trustee must keep their knowledge current. At least annually, trustees must refresh their eligibility and interests declarations, review their role and training needs, confirm that they can continue to serve and complete any learning required by the Board.

Relevant guidance: [The Essential Trustee \(CC3\)](#)

9. Trustee duties and standards

9.1 Six principal legal duties

Every trustee must work with the other trustees to:

- ensure REA carries out its charitable purposes for the public benefit and no unauthorised purpose;
- comply with the Constitution, charity law and other law applying to REA;
- act only in REA's best interests, in good faith and with independent judgement;
- manage REA's money, assets, people, information and reputation responsibly and avoid undue risk or over-commitment;
- act with reasonable care and skill, using their knowledge and experience and obtaining appropriate advice; and
- ensure REA is accountable through proper decisions, records, controls, reporting and transparency.

9.2 Conduct and collective responsibility

Trustees must:

- prepare for, attend and contribute to meetings, ask questions and offer constructive challenge;
- share relevant information, say when they do not understand and avoid informal or exclusive decision-making outside authorised processes;
- respect different perspectives, communicate professionally and contribute to a safe, inclusive and constructive Board culture;
- support valid collective decisions once made, while retaining the right to have a serious disagreement recorded in the minutes;
- act within their authority, follow policies, protect confidential information and keep REA accounts, papers and systems secure;
- distinguish personal views from authorised REA positions and obtain approval before speaking or committing REA publicly;
- act as a responsible ambassador without bringing REA into avoidable disrepute;
- report mistakes, incidents, complaints, safeguarding concerns, financial concerns and regulatory risks promptly; and
- cooperate with proportionate governance reviews, training, handovers and assurance requests.

Trustees are volunteers and are not managed through an employee disciplinary process.

Concerns about trustee conduct must follow this policy, the Constitution, the Trustee Charter and any applicable complaints, safeguarding or regulatory procedure.

9.3 Conflicts, benefits and expenses

A trustee must declare the nature and extent of an actual or potential interest at the earliest opportunity and comply with the Conflict of Interest Policy. Where the Constitution requires withdrawal, the trustee must leave the relevant discussion, must not vote and must not be counted in the quorum for that decision.

Trusteeship is normally unpaid. REA may reimburse reasonable expenses properly incurred for REA work under the Expenses and Travel Policy. Payment for trustee duties, loss of earnings, employment, services, goods or another benefit is permitted only where the Constitution and law provide authority or the required Charity Commission or court authority has been obtained.

The conflict, decision, written agreement and account disclosure must be properly handled and recorded.

Relevant guidance: [Conflicts of interest \(CC29\)](#) · [Paying trustees and connected persons \(CC11\)](#)

10. Meetings, decisions and delegation

10.1 Meetings

Any trustee may call a trustee meeting. Meetings may be held by an agreed electronic method that allows every participant to communicate with all others. The Secretary should circulate the agenda and papers sufficiently early for informed participation, normally at least five working days before a routine meeting.

The quorum is two trustees or the number nearest to one third of the total number of trustees, whichever is greater. Questions are decided by a majority of eligible trustees present. If votes are equal, the meeting chair has a casting vote. Conflicted trustees are excluded from the vote and quorum where required.

The Board must keep minutes of officer appointments, trustee and committee meetings, member meetings and decisions made outside meetings. Minutes must identify attendees, conflicts, decisions and, where appropriate, the reasons. Draft minutes should be reviewed and formally approved as an accurate record.

10.2 Decisions

Trustees must make decisions within their powers, in good faith and in REA's best interests; be sufficiently informed; consider relevant and disregard irrelevant factors; manage conflicts; assess risk; obtain advice where needed; and reach a decision within the range a reasonable trustee body could make.

A written or electronic trustee resolution is valid only where it is sent to all trustees at or near the same time and a majority of all trustees signifies authenticated agreement within 28 days. The exact resolution and responses must be retained with the decision log.

Because the trustees are also the only voting members of the CIO, the Board must identify when it is acting as members. Constitutional amendment, amalgamation or transfer of the undertaking, and winding up or dissolution require the member process and enhanced majorities specified in the Constitution; an ordinary trustee resolution is insufficient.

Relevant guidance: [Decision-making for charity trustees \(CC27\)](#)

10.3 Delegation

The Board may delegate defined powers or functions under written terms. A committee must have at least two people and at least one trustee. Committee activity must be reported to the full Board as soon as reasonably practicable, and delegation arrangements must be reviewed periodically.

Delegation does not remove the Board's accountability. Novel, high-risk, constitutional, strategic or otherwise reserved decisions should not be delegated. A person acting under delegation must stay within the recorded authority and escalate anything outside it.

11. Participation, communication and actions

11.1 Expected participation

Trustees are expected to attend at least 75% of scheduled Board meetings across a rolling 12-month period, unless the Board has agreed a different arrangement because of health,

disability, caring, work, time-zone or other reasonable circumstances. This is an internal expectation, not an additional constitutional ground for removal.

Trustees should respond to time-sensitive Board communications, normally within the deadline stated. Silence must not be treated as agreement unless a lawful procedure expressly says otherwise.

11.2 Agreed actions

Every Board action must have a clear description, named owner, due date and status. A trustee who accepts an action must complete it by the agreed date or communicate early that support, clarification, reallocation or a revised deadline is needed.

Each trustee is responsible for updating their own tab or entries in the Master Action Register before each Board meeting. The Secretary maintains the integrity of the master record and reports overdue or blocked actions. The Chair supports resolution and ensures that persistent delays are addressed constructively.

11.3 Absence, health and temporary reduced capacity

A trustee should tell the Chair or Secretary as early as possible if they cannot attend, respond or complete duties. REA will handle health and personal information confidentially, consider reasonable adjustments, agree permitted absences and reallocate work where possible.

An internal leave or reduced-duty arrangement does not suspend the legal office of trustee or remove collective responsibility. If a trustee is likely to be unable to discharge the role for a sustained period, the Board and trustee should discuss whether continued service, an agreed resignation or a constitutional route is appropriate.

12. Support, non-engagement and conduct concerns

12.1 Early and informal response

The Chair should normally contact a trustee after repeated missed commitments, three consecutive missed meetings, or no response to reasonable Board communications for approximately eight weeks. The purpose is to understand the circumstances, offer support and agree a realistic way forward.

Where appropriate, the discussion and agreed actions should be recorded in a short improvement or support plan with review dates. If the concern involves the Chair, the Vice Chair or an unconflicted trustee appointed by the Board will lead.

12.2 Formal governance response

If a serious or persistent concern remains, the Board must establish the facts, identify conflicts, give the trustee clear written information about the concern, allow a reasonable opportunity to respond, consider health or equality issues, take advice where necessary and record a proportionate decision.

Depending on its lawful powers and the risk, the Board may provide training or support; revise or withdraw a portfolio, officer appointment or delegation; introduce additional approval or access controls; correct or withdraw material; request a handover; invite the trustee to resign; report a serious incident; or seek advice or regulatory action.

Limit of Board authority

Revoking an officer role, portfolio, delegation or system access is not the same as removing a charity trustee. The Board must not suspend voting rights or end trusteeship unless the Constitution or law permits it.

12.3 Disagreements and mediation

Trustees should seek to resolve disagreements in good faith and in REA's best interests. A trustee may ask for a serious disagreement to be minuted but must support a valid collective decision. Clause 28 of the Constitution requires parties to try mediation in good faith before litigation where a dispute about members' actions cannot be resolved.

13. Ending trusteeship

13.1 Constitutional routes

Trusteeship ends only through a route permitted by the Constitution or law:

Route	Requirement
End of ordinary term	An ordinary three-year term ends unless the trustee is validly reappointed.
Resignation	Written notice to REA, effective only if enough trustees remain to form a quorum.
Six-month absence	Absence without Board permission from all trustee meetings held during six months, followed by a trustee resolution that the office is vacated.
Death	The trustee ceases to hold office.
Medical incapacity	Written opinion given to REA by a registered medical practitioner treating the trustee that the person has become incapable of acting and may remain so for more than three months.
Disqualification	Automatic cessation under sections 178–180 of the Charities Act 2011, unless a valid waiver permits service.
Removal of a Founding Trustee	At least 75% of serving trustees, at least 21 days' written notice and an opportunity for written and/or oral representations before the final decision.
External legal or regulatory action	Removal or other action by the Charity Commission or court under applicable legal powers.

The Constitution does not allow the Board to remove an ordinary trustee solely because of misconduct, a policy breach, three consecutive missed meetings or approximately eight weeks without a response. Those circumstances may trigger the support and governance measures in section 12, but they do not end trusteeship. Trusteeship may end only through one of the constitutional or legal routes listed above.

13.2 Procedure and handover

Before a Board resolution under the six-month-absence provision, REA should make reasonable contact attempts, verify whether absence was permitted, give written notice of the proposed decision and a reasonable opportunity to respond. The decision and reasons must be minuted. The separate 21-day and 75% requirements apply to a Founding Trustee.

When trusteeship ends, the former trustee must return REA money, cards, records, equipment and credentials; provide a proportionate handover; preserve confidentiality; and stop representing themselves as a trustee. REA must remove access, update bank and delegated authority arrangements, record the end date and reason, update the statutory and internal registers and inform the Charity Commission within the constitutional 28-day period.

14. Trustee records, monitoring and reporting

The Secretary and Governance Lead will maintain or coordinate the following controlled records:

Record	Minimum content or purpose
Trustee Appointment and Eligibility Register	Identity, appointment route and date, term, acceptance, declarations, checks, references, Commission update and end-of-service details.
Trustee Induction Register	Documents supplied, induction meeting, training completed, support needs and review dates.
Register of Interests	Annual and event-driven declarations, meeting conflicts and how each conflict was managed.
Officer, portfolio and delegation record	Role, authority, limits, appointment decision, review date and any variation or revocation.
Attendance and participation record	Meetings, apologies, permitted absences, agreed support arrangements and review triggers.
Minutes and decision log	Attendees, quorum, conflicts, information considered, decisions, reasons and written resolutions.
Master Action Register	Action, owner, deadline, status, notes, dependency and completion evidence.
Trustee learning and assurance record	Annual eligibility/interests refresh, training, declarations, reviews and outstanding actions.
Assets and access record	Banking authority, cards, systems, shared-drive access, equipment and return/removal on exit.
Concern or departure record	Proportionate correspondence, support, representations, decisions, handover and notifications.

Trustee personal information must be accurate, access-controlled and retained under the Data Protection Policy and retention schedule. Sensitive conduct and health information must not be placed in broadly shared Board papers or registers.

At least annually, the Board will review Board size, quorum resilience, term and officer succession, attendance, action completion, skills and diversity, training, conflicts, register completeness, policy compliance, regulatory filings and Board effectiveness.

Trustees are collectively responsible for annual accounts, the Trustees' Annual Report, annual return and serious-incident reporting. Under the Constitution, accounts, reports and returns must be sent to the Charity Commission within 10 months of the financial year end.

Relevant guidance: [How to report a serious incident](#)

15. Concerns, breaches and complaints

Any person may raise a concern about trustee conduct, eligibility, conflicts, safeguarding, finances, confidentiality or compliance by contacting admin@ethics-association.org. A concern involving the Chair should be directed to the Vice Chair or Secretary. Where those people are conflicted, the unconflicted trustees will appoint an appropriate lead.

REA will handle concerns fairly, confidentially and proportionately; establish the facts; give affected people an opportunity to respond; obtain advice where necessary; protect people and charity assets; and keep an appropriate record. No person will be disadvantaged for raising a genuine concern in good faith.

A concern may also follow the Safeguarding, Complaints, Data Protection, Conflict of Interest, Finance or serious-incident process. Nothing in this policy prevents an urgent protective step or a lawful report to the Charity Commission, police, safeguarding authority or another regulator.

16. Review and document control

The Board will review this policy at least annually and earlier after a material legal, regulatory or constitutional change; a significant trustee concern or dispute; an invalid or uncertain appointment; a serious incident; or evidence that the policy is not operating effectively.

Amendments require circulation to all trustees, normally at least five working days before the meeting, discussion at a quorate meeting, a recorded resolution, version control, updating of the Master Policy Register and archiving of the superseded version.

Version	Date	Status or change summary	Approval/reference
1.4	August 2025	Previous ratified Trustee Governance Policy	Superseded only if v2.0 is approved
2.0	29 July 2026	Comprehensive constitutional and guidance review; trustee comments resolved	For Board decision on 7 August 2026

Annex A — Recruitment and appointment record

This checklist supplies the minimum evidence for the Trustee Appointment and Eligibility Register. It should be completed for every preferred candidate before the appointment resolution, except where the Constitution permits a remaining trustee to restore the Board and a check must reasonably be completed immediately afterwards.

Stage	Evidence to record	Complete/date
Board need	Skills/capacity review, approved role, criteria, term, panel and recruitment route.	☐
Accessible process	Application format or adjustment offered; same criteria applied.	☐
Assessment	Shortlisting and interview notes; conflicts and support needs considered.	☐
Identity	Identity and statutory-register particulars verified.	☐
Eligibility	Signed eligibility, responsibility and willingness declaration obtained before appointment.	☐
Register checks	Insolvency, disqualified-director and removed-trustee registers checked and dated.	☐
Interests	Declaration obtained; manageability and unconflicted quorum considered.	☐
References	At least one satisfactory reference, or Board exception and alternative assurance recorded.	☐
Other checks	Any lawful DBS, fit and proper, public-profile or role-specific check completed.	☐
Board resolution	Quorate decision, appointment and term dates, reasons and conflicts minuted.	☐
Acceptance	Office expressly accepted and role/Charter acknowledgement completed.	☐
Updates	Internal registers, Charity Commission, bank/insurer/advisers and access arrangements updated.	☐

Annex B — Induction and annual trustee assurance

Requirement	Initial induction	Annual refresh
Constitution and charitable object understood	☐	☐
CC3 trustee duties and public benefit understood	☐	☐
Latest annual report, accounts, budget and financial controls reviewed	☐	☐
Key policies, risks and safeguarding arrangements reviewed	☐	☐
Conflicts and eligibility declarations complete and current	☐	☐

Requirement	Initial induction	Annual refresh
Officer/portfolio authority and boundaries understood	☐	☐
Meeting, action, shared-drive and communication arrangements understood	☐	☐
Data, confidentiality, cyber security and acceptable AI requirements understood	☐	☐
Training, accessibility, support, term and continuing availability reviewed	☐	☐