

## Papers for the 2023 AGM

Please note, you need to [register for the AGM](#) to receive the meeting link.

Within this document are the following supporting papers:

- [AGM Procedures](#)
- [AGM Agenda](#)
- [Minutes of the last AGM](#)
- [Retirement of trustees](#)
- [Appointment of auditors](#)
- [Resolution Paper AGM23-01](#) – Election of two Board Members who will act as Company Directors and Charity Trustees
- [Resolution Paper AGM23-02](#) – Election of three Board Members who will act as Company Directors and Charity Trustees
- [Background information](#)
- 2022 Annual Trustee Report and Financial Statements can be viewed at [www.eauc.org.uk](http://www.eauc.org.uk).

### Please note:

We ask that members raise substantive questions by email to the Company Secretary at [fgoodwin@eauc.org.uk](mailto:fgoodwin@eauc.org.uk) by Monday 12 June 2023. This will allow the trustees to prepare a full and informed response.

## AGM Procedures

Below is information to assist members with the procedures of the AGM. Full details can be found in our Articles of Association at [http://www.eauc.org.uk/eauc\\_governance](http://www.eauc.org.uk/eauc_governance).

### Who can attend?

Anyone can attend our AGM but only educational members can vote for resolutions, of which this year there are two relating to electing new trustees and directors to the board. All voting is taking place online prior to the AGM. There will be no live voting at the AGM.

Company members, strategic partners and other attendees are not allowed to vote.

### How many members need to attend?

As per our [Articles of Association](#), we need to have a minimum number of members present at the AGM for it to be quorate. The minimum number is either 25 or one-tenth of all educational members (current Members as of 07 June 2023 is 269, on tenth is currently 27). So we need at least 25 member

representatives attending or attending by proxy, to hold the meeting otherwise the meeting has to be adjourned until another date.

### **What is the purpose of the AGM?**

At the AGM you will receive the Annual Trustee Report and Financial Statements. You'll have the opportunity to accept retired trustees, elect new trustees and appoint our auditors. It is an opportunity for members and other attendees to discuss with our Board any other business required. Items that require a vote from members are called resolutions.

### **How do I vote?**

Each educational member institution is entitled to one vote for each resolution. Our educational members have been contacted to nominate their voting representative and voting details have been sent to that person to vote, by proxy, prior to the AGM online. Live voting will not take place at the AGM. The online proxy voting results will be verified by an independent scrutineer (Civica) and the results will be declared at the AGM by the chair.

### **Can I vote online?**

Yes, this is the only way to vote. You vote online by using the Civica system by proxy. You can either declare your decision or nominate the Chair to vote on your behalf. We have asked educational members who their voting representative is and those entitled to vote have received an email from Civica with secure voting instructions on how to do this.

### **Why are you using Civica?**

Civica – formerly called Electoral Reform Services - is the UK's leading independent ballot supervisor and expert in the administration of electronic voting. In order to ensure the voting is undertaken transparently and fairly all of the voting process is undertaken by Civica. Civica will confirm the results once the voting is closed and the results will be announced at the AGM.

If you require any further information please contact the Company Secretary, Fiona Goodwin, at [fgoodwin@eauc.org.uk](mailto:fgoodwin@eauc.org.uk).

---

**EAUC Annual General Meeting**  
22 June 2023 – 10:00 virtually via Zoom

Agenda

1. Welcome and apologies  
*James Longhurst, chair*
2. [Approval of minutes of 2022 AGM](#)
3. [Retirement of Board Members who act as Company Director and Charity Trustee](#)
4. [Appointment of auditors](#)
5. Review of the 2022 Annual Trustee Report and Financial Statements, followed by questions  
*Charlotte Bonner, CEO & David Duncan, treasurer*
6. Handover to our new chair, Laurence Frewin
7. [Resolution Paper AGM23-01](#) – Results of the election of two Board Members who will act as Company Directors and Charity Trustees
8. [Resolution Paper AGM23-02](#) – Results of the election of three Board Members who will act as Company Directors and Charity Trustees
9. Any other business and close

## 2. Minutes of 2022 AGM

**Annual General Meeting Minutes  
23 June 2022 – virtually via Zoom  
Chair – Jim Longhurst (JL)**

The presentation, papers and video can be found at [http://www.eauc.org.uk/eauc\\_governance](http://www.eauc.org.uk/eauc_governance).

### 1. Welcome and Apologies

JL welcomed Members to the AGM as Chair.

Apologies were received from John French (University of Cambridge), Carolyn Strong (Cardiff University), Liz Harris (Solent University) and Louise Ellis.

JL introduced the Board of Trustees and Associate Trustees. Now that their first year as Associate Members has completed we will undertake a review of these positions and the next steps will be shared with members in due course. We thank all of our trustees and associates for their time and commitment to the Board. FG confirmed we are quorate.

### 1. Approval of Minutes of 2021 AGM

An update on activities will follow. Any other business was to be raised prior to the meeting and none were raised. No other issues were raised and the minutes were approved.

### 2. Retirement of Board Members who will act as Company Director and Charity Trustee

We had two trustee retirements in between AGMs and this was Karen Morgan who resigned as of 16 March 2022 and John Wincott as Scotland Branch Convenor who resigned as of 31 March 2022. We appointed one trustee in between AGMs – this was Christine Calder as the Scotland Branch Convenor. As Branch Convenor these are appointed by the Branch members and are automatically appointed as Trustees and Directors.

The following trustee will be retiring from the Board as of this AGM due to serving their maximum term: Pete Smith from North East Scotland College.

The Board would like to extend thanks to the time, commitment and passion from the trustees retiring in this period.

### 4. Resolution Paper AGM22-01 – Election of two Board Members who will act as Company Directors and Charity Trustees

Due to the 2 retirements from the Board we have 2 vacancies. Educational Member Key Contacts – or their nominated representative – have been voting online for this resolution. The voting is undertaken by Civica so members can be confident of the process and the voting closed on 15 June. We requested that at least one position was to be from FE and one position to have financial experience. As all 4

candidates were from FE and all have financial experience, the Board approved to have just one resolution to cover both vacancies.

We received 4 applications and the 2 candidates that have the highest number of votes are elected. Excluding those retiring and the CEO, the Board currently has a 50/50 gender balance. I am pleased to announce that Lindsey Johnson from Craven College and Luke Rake from Kingston Maurward College have been elected by our members. Congratulations to Lindsey and Luke and I would like to thank all those who applied.

JL handed over to CEO, Iain Patton to present the Annual Report.

## **5. Review of the Year – 2021 Annual Trustee Report and Accounts**

IP presented the highlights of activities throughout the year in our Annual Trustee Report:

2021 was certainly another challenging year with the pandemic continuing to cause disruption. However, with the measures that we put in place in 2020, this helped us to continue to support our members and our staff. With our membership retention remaining high at 95% and welcoming 26 new members, mostly from colleges in England, we felt that sustainability was certainly raising as a strategic agenda for many.

### **Our Members**

Our members are the reason why we exist. We are proud to represent and support 237 universities and colleges across the UK and Ireland. We believe in partnership and collaboration both here in the UK and Ireland and internationally to make our members voice a powerful one through our links with our 205 strategic partners and company members. Overall our retention rates remain high at 95% for educational membership and with unsettling times facing the sector we will have to continue to maintain an excellent value for money offer for our members.

### **Our Strategy**

In 2017 we launched our strategy to support the challenges our members are facing today. This strategy is taking us through the steps to ensure we will transition to and remain a future-focused organisation. We created 6 goals under the strategy and I will highlight the activities we have delivered through each goal.

#### **Goal 1: Strategic Alignment**

We continued to deliver our flagship leadership programmes virtually. We had 20 signing up to attend the Emerging Leaders Programme, for those in roles looking to improve their leadership skills. The Leadership Academy proved so popular that we ran 2 cohorts with 50 senior leaders joining us from both HE and FE. We received excellent feedback from both programmes and are looking to extend the mentoring opportunities further.

We were delighted to partner with Change Agents UK and SOS-UK to offer a supported Kickstart scheme specifically designed for colleges and universities. As the Government scheme funds thousands of high quality 6 month work placements for young people deemed to be at risk of long term unemployment, this provided us with a fantastic opportunity to encourage young people into sustainability roles as well

as supporting universities and colleges. We are pleased to confirm that we will be employing a Kickstarter in July.

Further to our study 'Skills for the Future' in partnership with Change Agents UK back in 2020, we developed a Sustainable Futures Programme and we ran successful pilots in 2021, positively impacting hundreds of students so far.

### **Goal 2: Advocacy**

Representing our members went to a new level in 2021 with us receiving Observer Status with UNFCCC and Special Consultative Status with the UN Economic and Social Council. Our 18 strong delegation at COP26 in Glasgow was made up from staff, Board members and our Fellows and we were especially delighted to be able to include 2 of our student Climate Commissioners.

We continue to support our Race To Zero signatories and we held outreach programmes across the world including Japan, Mexico, Slovakia, China and Morocco (all virtually of course!).

We also worked with the British Council, bringing together our UK & Ireland members together with staff and students in Algeria and Turkey.

We worked closely with the Department for Education, with staff and Board representatives on each working group, which led to the launch of their draft Sustainability and Climate Change Strategy at COP26. We continue to work with the Department to support them delivering the strategy such as developing a standardised carbon emissions framework which a draft will be shared with the sector in the Autumn. We also fed into the Green Jobs Taskforce and the Environment Audit Select Committee Inquiry into Green Jobs.

### **Goal 3: Knowledge Exchange**

We harness the wealth of experience and knowledge of our members to ensure on-going creation and dissemination of knowledge. We held over 20 webinars and with over 250 attending across the year as making our events virtual we make them more accessible to more members.

We ran the Global Climate Summit which showcased International Green Gown Awards, SDG Accord and Race to Zero signatories from 27 countries. We are again running a virtual global summit this year in partnership with YEA! and Tongji University which is taking place on 5<sup>th</sup> July and is free to attend and we have some fantastic speakers including COP President Alok Sharma, High-Level Climate Champion Dr Mahmoud Mohieldin and many more – go to our website to book now.

The UK & Ireland Green Gown Awards continued to showcase what actions universities and colleges are taking with 90 finalists across 14 categories.

Our Carbon Literacy Training was delivered to 175 learners from 54 universities, colleges and support organisations. Our programme continues to be sold out in 2022 so do book your place as early as possible! We are also delighted to have 4 of our staff as accredited Carbon Literacy trainers as well as achieving platinum status at an organisational level with every member of staff receiving Carbon Literacy Training.

### **Goal 4: Maximised Resources**



Following co-authoring the COP26 Universities Network briefing on offsetting which was published in January 2021, we acted upon one of the recommendations and we established an offsetting scheme for the education sector called the Carbon Coalition. This is a consortium of UK & Ireland higher and further education institutions that have joined to offset their emissions leveraging their combined buyer power and knowledge. Underpinned by an Advisory Group made up of experts from the sector – of which many were co-authors of the briefing. This is a fantastic example of the sector utilising the expertise and supporting itself. We ran a successful pilot in 2021 and are undergoing a procurement process to ensure this initiative meets institution's needs which should be completed by early Autumn. We have developed many resources and support guidance on offsetting so do go to our website to find out more.

We are working with our partners, AUDE, on developing a new portal for the Sustainability Leadership Scorecard which will be launched in the summer. The Sustainability Leadership Scorecard is a great tool for really helping institutions to see where their gaps are and to help develop a clear sustainability plan.

### **Goal 5: Stronger Community**

We held 44 regional, branch and community of practice meetings throughout the year – with popular topics including net-zero, scope 3, student engagement and returning to campus. This year again we have also recognised members that consistently contribute a great deal of their time and resources to our organisation and the wider membership. These are members that have a formal volunteering role such as regional, branch, topic support networks, community of practice and task and finish group members. This equates to 54 volunteers and equivalent to £139,968 of staff time on an annual basis. Thank you once again to all our members that contribute. We also work closely with key sector bodies such as Aldersgate Group, HEPA, Wrap and Healthy Universities to ensure we make the most of resources and networks to benefit our members.

### **Goal 6: Expanded Horizons**

We continue to provide annual reports of the SDG Accord and present this at the UN High-Level Political Forum on Sustainable Development. This has gained huge amounts of support with 220 endorsing partners and 284 institutions and continues to grow. The 2022 annual report will be available in July with further case studies to support members on embedding the SDGs.

We are the secretariat for the Race to Zero for Universities and Colleges in partnership with UNEP and Second Nature and we the official partner for the sector to be part of the wider Race to Zero campaign. We have over 1100 signatories representing nearly 11 million students. We continue supporting the sector with case studies from signatories to provide further support for members to reach their net-zero targets. We look forward to celebrating the strong voice of the education sector at COP27 and beyond. If you have not yet signed then sign today.

The International Green Gown Awards continue to grow and we welcome our new partner, Allianz Global Investors, and we are looking forward to our Awards Ceremony on 6th July which follows the Higher Education Sustainability Initiatives event at the UN High-Level Political Forum. Do book now if you haven't already.

### **Scotland Programme**

Our Scottish Funding Council funded programme started in April 2020 for a 3 year programme. Highlights to date include supporting the public bodies reporting by developing a public sector leadership

on the global climate emergency guidance and winning a Green Apple Award, launching a realigning curricula for the future series and developing an innovative partnership with Border College, Forth Valley College and West Lothian College in a new shared-services framework to increase their sustainability staffing capacity. You can find out more about all of the activity we do in Scotland in the Annual Report and on our website. IP thanked Becca Petford, Scotland Manager, who is leaving the team at the end of the month.

### **Sustainability Report**

We are pleased to present our annual sustainability report for 2021. Our carbon footprint for 2021 was 3.5 tonnes which we offset through the Carbon Coalition. This has decreased by 31% which was predominately due to the reduction in travel due to the pandemic. With all our staff being home based we included estimates based on hours worked from home and we used our data from the previous year for water and waste. For this year's reporting we will use the best guidance on home working for our emissions. You can view the full details on our website.

IP handed over to David Duncan, our Treasurer to present the Annual Accounts.

### **Annual Accounts**

We made an overall loss of £17,443 which includes our project funding. We made an unrestricted loss of £29,474 for the year which excludes our project funding. We continued to take part in the Government's Job Retention Scheme or furlough and was able to protect the charity from the full impact of the pandemic. Only staff funded through our unrestricted funds were affected.

We had a slight increase of 0.13% in our unrestricted income which was mostly due to increased membership. The 11% decrease in expenditure was mostly due to travel restrictions and conversely expenditure on physical events. This illustrates how important these events are for creating a surplus.

In 2021 we had 9.71 full time equivalent staff of which 3.03 FTE were funded through our restricted externally funded projects. Our non-project related staff costs represent 74% of our total unrestricted expenditure which is down from 75% from last year.

A breakdown of our income sources shows that 45% of our income comes from membership fees – both educational and company Members. 20% comes from products and services such as the Green Gown Awards. We continue to receive funding from the Scottish Funding Council and this makes up 31% of total income received. 4% of income came from training and events.

As we come out of the pandemic, we are looking forward to seeing a return to a physical conference which will take place at Loughborough University in November.

Our reserves stand at £126,260 – with the pandemic this shows how important it is for us to have reserves to protect the charity from unforeseen circumstances. The Income Generation Sub-Committee is working hard to develop new income streams to ensure our long-term financial stability. We are pleased to confirm we are receiving funding from Department for Education and the Environment Agency in 2022.



Our educational membership remains strong at 95% retention and we welcomed 26 new members in 2021 as we provide new tools and resources for our FE members. We are reliant upon our members to continue to support our work and we remain dedicated in supporting our members in 2022 and beyond. We thank you – our members – for continuing to support us – without you we would not exist.

DD passed back to JL.

## **6. CEO Recruitment**

As you are aware Iain Patton is leaving us at the end of this month after 16 years as our CEO. Iain was instrumental in establishing the EAUC back in 1996 as a voluntary organisation and the transition to a charitable company in 2004 and became our first member of staff. We cannot thank Iain enough for his commitment, passion and leadership in developing the EAUC of today. Thank you, Iain.

We will start an open and transparent recruitment process in September for the role of CEO with the aim to have in place by January 2022, which of course is subject to notice periods etc. We ask members to help us promote the opportunity as widely as possible. DD clarified that if anyone is interested they can contact JL, or other Board members, for an informal conversation.

Fiona Goodwin, currently Deputy CEO, will step up to be Interim CEO until we have a permanent replacement in post.

Please join me in showing your appreciation and thanks to Iain. IP thanked the staff, Board and Members for the support over the years.

## **7. Questions**

The floor was opened for questions and comments on the Annual Report and Accounts. No questions were raised.

## **8. Any other business and close**

No other business was raised and therefore JL closed this AGM.

We need to hear from you – our members – on what support, training, services you need to deliver sustainability within your institution. So let us know – you can do that via the regional and communities of practice groups. Or you can just get in touch directly with us. JL thanked the trustees and all the staff and all our Members.

-----

### 3. Retirement of trustees

In 2022, 3 of our Branch Trustees retired from the board and a further trustee retired due to serving their maximum term. The following trustees retired from the Board in between AGMs:

- Damian Dalton, Ireland Branch Convenor – resigned as of 26 October 2022 (end of tenure)
- Lindsey Johnson – resigned as of 20 January 2023
- Iain Patton, CEO – resigned as of 30 June 2022 (end of post as CEO)
- Carolyn Strong, Wales Branch Convenor – resigned 5 September 2022
- Luke Rake – resigned as of 11 May 2023

The following trustees will be retiring from the Board as of this AGM due to serving their maximum term:

- Jim Longhurst
- John French
- David Duncan

The Board are able to co-opt trustees outside of the AGM. Any trustee so appointed will only hold office until the following AGM at which time they will be eligible for election by the Membership. We have Branch Convenors, elected by their branch members who are automatically appointed as Trustees and Directors. The CEO is automatically appointed as a Trustee and Director as per our constitution.

The following trustees were appointed in between AGMs:

- Neil Glasser, Wales Branch Convenor – appointed 4 January 2023
- Charlotte Bonner, CEO – appointed 20 February 2023
- Sara Lynch, Ireland Branch Convenor – appointed 6 March 2023

The board and EAUC staff team would like to extend thanks to the retiring trustees' time, commitment and guidance during their tenure.

---

### 4. Appointment of auditors

The Board have appointed [JW Hinks](#) as the auditors for the charity.

---

## 7. Resolution - Paper AGM23-01 – Results of the election of two Board Members who will act as Company Directors and Charity Trustees

Please refer to the document – AGM 2023 Resolution 23.01 for full details and candidate statements.

Educational Members have voted online and the results will be announced at the AGM.

<b>Resolution AGM23-01</b>	<b>Your Instruction</b>
To elect <b><u>Lesley Batchelor</u></b> as Trustee/Director	for/against
To elect <b><u>Amy Brereton</u></b> as Trustee/Director	for/against
To elect <b><u>Katy Brown</u></b> as Trustee/Director	for/against
To elect <b><u>Peter Egan</u></b> as Trustee/Director	for/against
To elect <b><u>Rose Ellis</u></b> as Trustee/Director	for/against
To elect <b><u>Tsz Lok (Joy) Lam</u></b> as Trustee/Director	for/against
To elect <b><u>Tony Lawlor</u></b> as Trustee/Director	for/against
To elect <b><u>Eleni Polychroniadou</u></b> as Trustee/Director	for/against
To elect <b><u>Sian Thomas</u></b> as Trustee/Director	for/against
To elect <b><u>Dominique Tremblay</u></b> as Trustee/Director	for/against
To elect <b><u>Tim Weiss</u></b> as Trustee/Director	for/against
To elect <b><u>David Willock</u></b> as Trustee/Director	for/against

NB: As this is a Resolution a simple majority including any proxy votes is required.

---

## 8. Resolution - Paper AGM23-02 – Results of the election of three Board Members who will act as Company Directors and Charity Trustees

Please refer to the document – AGM 2023 Resolution 23.02 for full details and candidate statements.

Educational Members have voted online and the results will be announced at the AGM.

<b>Resolution AGM23-02</b>	<b>Your Instruction</b>
To elect <b><u>Kelly Baker</u></b> as Trustee/Director	for/against
To elect <b><u>Aida Berhamovic</u></b> as Trustee/Director	for/against
To elect <b><u>Jennifer Boyer</u></b> as Trustee/Director	for/against
To elect <b><u>Liz Gatheral</u></b> as Trustee/Director	for/against
To elect <b><u>Katie Kendrick</u></b> as Trustee/Director	for/against
To elect <b><u>Ian Montgomery</u></b> as Trustee/Director	for/against
To elect <b><u>Nyasha Mutembwa</u></b> as Trustee/Director	for/against
To elect <b><u>Dave Roffey</u></b> as Trustee/Director	for/against
To elect <b><u>Kat Thorne</u></b> as Trustee/Director	for/against
To elect <b><u>Gino Tommasi</u></b> as Trustee/Director	for/against
To elect <b><u>Louise Wilson</u></b> as Trustee/Director	for/against

NB: As this is a Resolution a simple majority including any proxy votes is required.

---

## Appointing new trustees: background information

### How are trustees elected?

In April 2023 we asked for applications from the membership and we advertised the positions on key websites such as LinkedIn, Environment Job, Charity Job, NCVO, Women on Boards, the NED Exchange, Trustees Unlimited and Reach Volunteering.

All applications received were screened to ensure nominees were eligible to apply – eligibility criteria is set by the [Charity Commission](#) as well as our [Articles of Association](#). We received 23 eligible nominations in total. Therefore the board have put forward all of these applications for vote.

**All educational members of EAUC are entitled to one vote.** We have asked all key contacts from our educational members to inform us if they wish to change the nominated person who will vote on their institution's behalf. If we have not been notified of any changes, it's the key contact who casts their organisation's vote.

Voting takes place electronically prior to the AGM electronically to ensure as many members have the opportunity to vote as possible. The voting process, is administered on our behalf by [Civica](#) to provide members with confidence that the voting is done securely and independently. The nominated person from each educational member will be sent secure voting details via email with instructions on how to vote directly from Civica on **25 May**. Voting will close on **16 May**. No voting will take place at the AGM itself.

### How are you enhancing the diversity of your board?

We know that **social justice is a critical part of sustainability**. Charity So White has highlighted institutional racism within the charity sector, and ACEVO's Home Truth's report spotlighted the scale of the challenge. We have been reflecting on what steps we need to take to see meaningful change. There needs to be a fundamental shift in the way we do things both at the EAUC and across the sector we serve.

Whilst there may not be an end to this work, we are committed to a programme of activity focused on both enhancing our own performance as an organisation and identifying opportunities to support the tertiary education's own EDI work. We have an EDI working group made up of both trustees and staff members to provide support and advice to ensure that we have a strategic approach to building a more equitable and diverse culture. You can find out more about our EDI work and progress on [our website](#).

Part of this work is encouraging and enabling greater diversity across our trustees, staff and partners. We redesigned our trustee information pack and nomination form this year to enhance accessibility. We also have ensured we recruit two trustees from outside of the tertiary education sector to enhance diversity. We also advertised the posts far more widely than we have done historically, with the aim of reaching a wider audience.

Ultimately it is the EAUC's membership which votes on the proposed trustees rather than them being appointed through an application and interview. **Therefore we call on those voting to take our diversity needs into account when casting their vote.**

### Will members see all the applications before the AGM?

Yes, they are included in the information sent alongside voting instructions. Members will see all of the nomination applications received unless there is a legal or constitutional reason why they cannot be considered for nomination. All have been verified so all nominations are included.

### Who currently sits on the board?

You can view the current board on [our website](#). We're proud to have an experienced and stable board and are grateful for the contribution they make to our organisation. We currently have seven elected trustees, plus three country branch conveners and the CEO. [Our constitution](#) states a maximum of nine elected trustees.

### What is EAUC looking for from its new trustees?

All of our trustees are passionate about tertiary education and sustainability. They have the background, expertise and skills to help us deliver our strategy. The current board have identified the skills and experiences we are looking for from our new trustees to complement those of our existing trustees. **Please take these needs into consideration when you're choosing who to vote for.**

Specifically, we are seeking will be motivated and dynamic individuals who collectively:

- have perspectives **from outside of the further and higher education sectors**
- have experience of **financial and/or risk management**
- have experience of **business development and income generation**
- have experience of **marketing and communication**
- **retain the HE/FE balance** of the board.

We also want **increase the diversity** of the board to better reflect the tertiary education sector's demographics. Therefore we're not necessarily looking for candidates who can do all of the above, more that across the four candidates we want to bring these attributes to the board.

### How does the board decide what skills are required?

The People and Performance sub-committee review the existing skills across the board, taking into account those skills and experiences of those that are leaving and any gaps that need to be filled ensure the continued good governance of the organisation. The People and Performance sub-committee then put forward their recommendations to the board who approve the skills to recruit.

### Why are there two resolutions?

As part of the collective attributes of our new trustees, we want to ensure we maintain a FE/HE balance whilst also diversifying the skills and experience on the board by ensuring representatives from outside of the further and higher education sectors. By presenting two resolutions we ensure that the successful candidates help us achieve these aims.

### How long will the trustees be in post?

Trustee can stay in role until the end of the fifth AGM after the AGM at which they are appointed – this is written in our constitution. A retiring elected Trustee will not be eligible for re-appointment until the AGM after the AGM at which their term of office ends.

If trustees leave their organisation they may have to vacate their position depending on whether their move presents a conflict of interests.

The board also has the power to appoint trustees in between AGMs if required (for example following the resignation of an existing trustee). Any trustees that are appointed in this way are only appointed until the AGM following their co-option at which point they're invited to stand for election.

### Why do you have five vacancies? Is there a problem?

Trustee can stay in role until the end of the fifth AGM after the AGM at which they are appointed – this is written in our constitution. A retiring elected Trustee will not be eligible for re-appointment until the AGM after



the AGM at which their term of office ends. We have three trustees who have come to the end of their allowed term of office.

Since the previous AGM we've had two trustees who have had to resign – this was because of unrelated and unforeseen circumstances rather than because of any problems with their role or the organization.

Therefore, it's circumstantial that we have five vacancies.

### **What is required from a trustee?**

The work of our trustees is critical to the success of the EAUC. As a charity, our board is in place to provide strategic oversight and aid in improving reach, quality and impact. It's the highest decision-making board in the organisation and ultimately responsible for ensuring we remain financially healthy, perform well against our charitable objectives and comply with the law in everything we do.

In addition to the statutory duties our trustees fulfill (see appendix), each trustee uses their own specific skills, knowledge or experience to help the board reach sound decisions. This may involve:

- Scrutinising board papers
- Leading discussions
- Focusing on key issues
- Providing guidance on new initiatives
- Other issues in which the trustee has special expertise

Board members act as ambassadors for the EAUC are therefore asked to represent the charity as required. They attend board meetings and each board member is also expected to sit on our one of our three sub-committees – Audit, People and Performance and Income Generation and Organisational Development.

The shared attributes we look for across our board are included in the appendix.

### **Why are board members both 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.

### **Where can I find further information?**

If you would like more information or have any questions, please email Fiona Goodwin, Deputy CEO and Company Secretary at [fgoodwin@eauc.org.uk](mailto:fgoodwin@eauc.org.uk).

- You can view our constitution and annual reports at [www.eauc.org.uk/eauc\\_governance](http://www.eauc.org.uk/eauc_governance).
- You can learn more about the EAUC at [www.eauc.org.uk/about\\_us](http://www.eauc.org.uk/about_us).
- You can learn more about the role of a trustee using the [Charity Commission's website](#).

## Appendix 1

### The statutory duties of our trustees are to:

- ensure that the EAUC complies with its governing document (our [articles of association](#)), charity law, company law and any other relevant legislation or regulations
- ensure that the EAUC pursues its objectives as defined in its governing document and through its strategic plan
- 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
- contribute actively to give firm strategic direction to the EAUC, setting overall policy, defining goals and setting targets and evaluating performance against them
- safeguard the good name and values of the EAUC
- ensure the effective and efficient administration of the EAUC
- ensure the financial stability of the EAUC
- protect and manage the assets of the charity and to ensure the proper investment of the charity's funds
- appoint the Chief Executive Officer and monitor their performance
- ensure a mechanism is in place to review and assess the effectiveness of the EAUC's governance.

### Shared attributes across our board include:

#### 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
- An understanding of, and commitment to, 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 one's 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

---

**END**