

Trustee Elections 2017 – Guidance Notes

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Section 1 – About the Board of Trustees

Role of the Board of Trustees

The Board of Trustees of the National Trust for Scotland is responsible for the overall governance of the Trust's activities, stewardship of its charitable assets, and the achievement of its charitable purpose to promote the conservation, access and enjoyment of Scotland's places of historic interest or natural beauty. The Board of Trustees is responsible for the strategic leadership and governance of the Trust rather than the day to day operations or practical delivery of the Trust's strategy.

Fiduciary Duties and Good Governance

The Trust is a registered charity and the members of the Board of Trustees are the trustees of the charity. The Trust is a substantial and complex organisation with an annual income of more than £50m and charitable assets of outstanding significance to the nation. Copies of the [2015/16 Annual Review](#) and [Annual Financial Statements](#) can be downloaded here. The trusteeship of any charity is a highly responsible position and it is important that all candidates understand the full extent of their duties if they are successful in the election. The Office of the Scottish Charity Regulator's latest guidance for charity trustees is a useful resource tool and we recommend that all potential candidates review this document thoroughly before deciding whether to stand for election. A copy of the document can be [downloaded here](#). The Trust's own Code of Good Governance which each member of the Board of Trustees has accepted sets out the standard of conduct expected of our trustees when in office. A copy of the document can be [downloaded here](#).

Make Up of the Board of Trustees

The Board of Trustees is made up of fourteen members of the Trust. Ten of the members are directly elected by the membership. The remaining four members are co-opted by the Board of Trustees. The Board of Trustees is currently chaired by Sir Moir Lockhead and Jill Carrick is the Deputy Chair. Details of the current members of the Board of Trustees are [available here](#). Elected Trustees serve for a four year term of office and may seek re-election for a further four year term of office.

It is important that the Board of Trustees reflects the diversity of the Trust's activities. This is achieved by drawing upon the wide ranging backgrounds of the ten elected Trustees and complementing those with four carefully selected co-opted Trustees to achieve, as far as possible, a well-balanced, appropriately skilled, and diverse Board. The skills required for the Board of Trustees reflect the wide spread of charitable and other activities carried out by the organisation. It is by bringing together members with diverse backgrounds and areas of expertise that the Board of Trustees seeks to ensure a high standard of decision making and strategic leadership. Although a member of the Board of Trustees may have skills and expertise in a particular area, all members are expected to join together and take corporate responsibility for all strategic decision making.

The particular areas of skills and experience sought in this year's elections are set out in Section 4.

Conduct of Elections

Elections to the Board of Trustees are concluded and the results announced at the Annual General Meeting (AGM) on 30th September 2017. The Trust has over 350,000 members and each member of the Trust is entitled to vote in the elections. Members will have an opportunity to vote both electronically and by paper returns throughout the summer and by personal attendance at the AGM itself.

Each of the candidates who submit a valid application form will be assessed against criteria established by the Nominations Committee and the Board of Trustees. Further details of the assessment criteria, categories of skills and experience being sought, and the assessment process are set out in Section 4. Only those candidates who successfully complete the assessment process will be proposed for election to the membership.

The candidate with the largest number of votes in each of the categories shall be elected to the Board of Trustees. The election process is conducted by the Trust Secretary and the Nominations Committee.

If you are interested in becoming a Trustee and would like to talk to us about what this entails, please contact the Governance Team:

- Stephen Small, Trust Secretary and Solicitor: 0131 458 0376
- Nicola Blyth, Governance Manager and Solicitor: 0131 458 0293

Please direct any email enquiries to: elections@nts.org.uk

Section 2 – Further Information for Candidates

The expected time commitment of the post is at least ten Board days per year in addition to preparation and travel time. Successful candidates will be expected to attend the Board meetings following the AGM. Board meetings are held at our head office in Edinburgh and are generally held between the hours of 10am and 3pm.

The dates of the 2017 Board meetings following the AGM are as follows:

- 25th (half day/afternoon) and 26th October
- 7th December

The elected trustees may also be willing to become involved in Board committees, ad hoc assignments, fundraising activities, or other local engagement events on behalf of the Trust.

Successful candidates will be expected to attend a full day induction session shortly after their appointment.

The 2018 Board dates will be available in the early autumn of 2017.

The Trust's AGM will be held on Saturday 30th September at the Caird Hall, Dundee.

Trustees are not remunerated but are able to claim expenses incurred in relation to their role, in accordance with the Trust's Expenses Policy.

2017 Key Election Dates

Nominations close	5pm on the 13 th April
Candidate Assessment Open Day	26 th April
Ballot papers distributed	Early summer
Closing date for electronic and paper voting	5pm on the 22 nd September
AGM and candidates notified of results	30 th September

Section 3 – Completing the Application Form

To complete the application form, you will need:

- your membership number;
- a recent passport style photograph (no older than 12 months) that can be provided electronically; and
- A proposer and seconder, who are members of the Trust, not related to you, and are willing to support your application.

Please consider the following:

- Where a maximum word count is stipulated and your answer exceeds this number, the Trust reserves the right to review and edit the statement as it sees fit for editorial purposes.
- No published statement will contain anything that is considered to be defamatory or damaging to the Trust in any way.
- Candidates who have passed the assessment process will all be allocated the same amount of space in the printed candidates' materials. Please use proper sentences and not bullet points when answering the two statements to be published with the ballot paper as formatting cannot be guaranteed.
- Any answers left blank in any section of the application form which ordinarily would be published will be substituted with the phrase 'not submitted'.
- The Trust will not be held responsible for any information that is published that you supply.

Candidates may be checked as follows in pursuit of their application:

- Membership check
- Proposer and Seconder verification check
- Credit and bankruptcy check
- Media check
- Identity verification
- Verification of any professional qualifications or memberships claimed
- Directorship and charity trusteeship check

The Trust and any other trusted third party that it uses to support the screening process will treat all information supplied by candidates (other than information to be published in the candidate election booklet) in the strictest confidence.

Section 4 – Trustee Election Assessment Criteria

The Board of Trustees has delegated the conduct of the assessment and election process to the Trust's Nominations Committee, supported by the Trust's Secretary. The Nominations Committee is a sub-committee of the Board of Trustees and, for the purposes of the election, is made up of three trustees (Sir Moir Lockhead (Chairman), Jill Carrick (Deputy Chair) and Amanda Herries). In addition the Committee has two independent members (Lesley Knox and one further appointment pending) and is chaired by one of its independent members. Further background on the members of the Committee can be found [here](#).

The aim of the assessment process is to ensure that the members of the Board of Trustees are, individually and collectively, sufficiently skilled and qualified to lead an organisation of the size and complexity of the Trust whilst promoting a level of diversity which reflects the Trust's broad membership. This is to ensure that the Board of Trustees remains relevant to the nation as a whole. This process will apply to both elected and co-opted vacancies.

There are three categories of skills and experience which are sought from members for the 2017 election. These are as follows:

- Individuals with a risk / governance / finance background who would be qualified to chair the Audit and Risk Management Committee;
- Individuals with professional knowledge and experience of gardens, horticulture and designed landscape; and
- Individuals who wish to stand under the category of "Member Trustee" with a demonstrable interest in the work of the Trust. The Member Trustee is a new category introduced for the 2017 election process to reflect the importance of the knowledge and experience of the Trust which is vested in our members.

The deadline for receipt of applications is 5pm on Thursday 13th April 2017. The Nominations Committee will consider the applications and will let you know as soon as possible whether your application will be taken further.

Successful candidates may be invited to attend an information assessment day on 26th April. Please be sure to keep this date free. Unfortunately it will not be possible to arrange alternative times.

The assessment process will focus on both the technical and behavioural attributes which are required and expected of members of the Board of Trustees. A copy of the Trust Behavioural framework for Trustees is set out below. The assessment process may include detailed interviews and, depending on numbers, there may also be an information session explaining the scale and complexity of the organisation and the role of and commitment required for the Board.

Only those candidates who successfully pass through the assessment process will be proposed for election. All candidates will be notified in advance of the publication of the printed candidates' materials in the summer 2017 edition of the *'Scotland in Trust'* magazine.

It is highly likely that different areas of skills and experience will be sought in future elections. If your background does not therefore reflect this year's areas of skills and experience you may wish to consider an application in future years. The Trust shall maintain a register of interested candidates where the skills of a particular candidate may be better suited for a future election.