



Trustees Meetings and Decision Making

The board papers arrive in your inbox or on the doormat. You have a quick peek at the agenda, note there are lots of supporting documents, flag it to look at later... but then run out of time and arrive at the meeting unprepared. Does that sound like a familiar story? It isn't best practice, but it probably happens more often than it should.

Trustee meetings

The governing document of your charity will probably set out certain requirements around meetings, such as the frequency, notice periods, who chairs the meeting and how many people must be present in order for the meeting to be quorate and the decisions held to be valid. It may require that meetings are in person.

Not all decisions have to take place in a meeting, unless your constitution requires it. If there are circumstances where decisions are made by e-mail or telephone conference, don't forget to ensure these decisions are recorded. A framework is needed to record how decisions taken between meetings are made, this should be recorded in the meeting minutes.

Remember that it is possible to pass a resolution to amend the constitution if, as trustees, you feel that it should explicitly permit the conduct of virtual meetings. The process of amendment will generally will be set out in the constitution.

Structuring your agenda

There is no legally prescribed agenda, but as a matter of best practice you should include:

- Apologies;
- Approval of the minutes of the last meeting;
- Declaration of any conflicts of interest relating to matters to be discussed on the agenda.

If you have an item that you want included in a meeting, consider notifying it in advance so that it can be allocated a time slot if appropriate, or picked up in any other business (AOB) at the end of the meeting.

Top Tips

- Set the agenda with an estimated time allocation for each item.
- Be realistic and don't overfill the agenda.
- Identify the purpose of the item – is it an update/ verbal report, to be discussed, requires a decision, policy review? This is helpful to ensure everyone is prepared for all items.
- Prioritise the agenda – leave the less important items to the end, so if you run over you can defer to the next meeting.
- Include 5 minutes at the end to reflect on what could be improved for future meetings.
- If the item is an update, consider sending it with the board papers instead, allowing time for any questions if relevant rather than allocating time for a verbal presentation.

Preparing for your meeting

Informed decision making by charities is at the heart of good governance. That means you need to be informed. Focus on the agenda items with supporting papers where a decision is required.

If you don't understand the context, plans and risks and how they fit with the charity's objects and strategic plan, then it is unlikely that you will be making a valuable contribution to the decision making process.

Even if you aren't able to attend a meeting, you should consider whether you need to provide some input, this could be an e-mail or a conversation with the Chair.



Participating in your meeting

There is usually a lot to get through in meetings, so make sure that your input is relevant and concise. Don't waste time debating the minutiae if it isn't key to the decision making, instead look to delegate this to staff or sub-committees.

Make sure that if there is a decision to be made, everybody is clear on what has been decided and that it is recorded in the minutes. If there are any key factors in reaching a decision, make sure that they are reflected in the minutes. The minutes of your considerations and decisions are the evidence on which you would be judged as to whether you had fulfilled your duties as a trustee.

Not every decision that is made is the right decision with the benefit of hindsight and the regulators recognise that too. In the event of a concern being raised, you would be assessed on whether the decision made is within a range that any reasonable trustee body would make.

The important thing is to know that you have:

- Acted within your powers.
- Reached a decision in good faith, in the interests of the charity.
- Been sufficiently informed (on occasions that might need specialist advice).
- Considered all the relevant factors (ignoring irrelevant factors).
- Managed any conflicts of interest.

From time to time there will be follow on decisions to be made after the meeting. If this is the case, make sure that you are clear on who has the authority to make those decisions and any limitations on that authority. Is there a mechanism for additional consents if required between meetings? Don't leave a meeting with nagging doubts, make sure they are addressed.

Reflecting on your meeting

There can be numerous ways of measuring whether the meeting was effective. Did you get through all of the agenda, did you finish early, did you get your say? The important questions should be:

- Did you focus on the right issues? (Or did you stray into micro-detail?)
- Did the trustees have the right information to be able to make informed decisions?
- Was the meeting quorate?
- Were conflicts of interest dealt with properly?
- Did you make a decision or just defer it?

Taking five minutes to reflect on what you could have done differently both as an individual and as a board could help improve the effectiveness of future meetings.

How do I know if I am doing a good job?

- Are you able to participate in the discussion with an understanding of the issues and impacts?
- Are you proactive in your participation?
- If you are uncomfortable with any issues, have you voiced them?
- Do the minutes make decisions clear and the relevant factors in reaching the conclusion?

Did you know?

- The Charity Commission's main guidance is document [CC48 "Charities and meetings"](#).
- 50% of the issues identified in the Charity Commission's compliance cases were governance related and of those, almost 10% had issues around decision making.
- Trustees are collectively responsible for a decision, even if you were not present or did not agree.
- Your decisions should be made "in the best interests of the charity" and not your personal preferences.
- Trustees are only counted as 'present' if they can both hear and see the meeting. Therefore, people can participate by telephone but would not count towards the quorum unless they can see via a two-way video conference.

How we can help

Remember that the trustees are collectively responsible for decision making. Why don't you ask for a short agenda item at the next trustees meeting to reflect on how you prepare for, discuss, record and enact your decisions? If you would like any help or advice with your trustee meetings or with decision making, please don't hesitate to get in touch with your local MHA member firm.

If you would like to discuss any matter arising from this article please contact MHA on info@mha-uk.com or your usual MHA contact.

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