

World Heritage UK Annual General Meeting 2024
4th December 2024

Item 5: Proposed Change to the WHUK Constitution

Background

The original WHUK Constitution was drawn up in 2015 when the CIO was granted its Charity status by the Charity Commission. Any amendment that the Board would wish to make to the Constitution needs to be agreed by the membership, either at the AGM or a Special General Meeting, prior to implementation. As part of the Resilience Project the Constitution was reviewed in 2020/21 and a number of mostly minor amendments were agreed at the AGM in December 2021 and an updated version was filed with the Charity Commission.

During this year, discussions at the Resources and Risk Committee and at the Board, have highlighted issues around the clarity of Trustee rotation and the loss of experienced and skilled Trustees. It was originally proposed that the deletion of Clause 16 (referring to Trustees serving a maximum of three terms of three years) was a solution as this would place no limit on the number of consecutive terms that Trustees may serve, allowing the Board, if it so wished, to retain the valuable experience of Trustees through supporting their re-election at the appropriate time.

However, if this clause is deleted, there is a theoretical potential for the Board not to have a turnover of Trustees which is not considered good practice either by the Charity Governance Code or by the Charity Commission's 'Model Template for CIOs with Voting Members other than its Trustees (Association Model)' on which the WHUK Constitution is based. In the accompanying Guidance the Charity Commission states that it is good practice to aim for a balance between continuity and change.

Therefore, to overcome the issue relating to WHUK losing valuable and experienced Trustees it is proposed that the wording of Clause 16 is amended to read:

Clause 16:** Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment. A charity trustee who has served for three consecutive terms may not be reappointed for fourth consecutive term **unless, on the agreement of the Board, that Trustee has exceptional skills or knowledge of particular value to the Board, but may ~~be reappointed~~ seek re-appointment after an interval of at least two years.

Further guidance from the Charity Governance Code states that if a trustee has served for more than nine years, their reappointment is:

- subject to a particularly rigorous review and takes into account the need for progressive refreshing of the board
- explained in the Trustees' Annual Report.

Recommendation

The Board of Trustees for World Heritage UK propose to the AGM a revision to the wording of Clause 16 of the Constitution as stated above.