

Document Title: Standing Order – Trustee Appointments Process, and Provision for Removal
Owner: Company Secretary
Author: Louise Wilkins
Date Approved: 18 March 2024
Approved by: AA Council
Cycle for Review: [eg annual, every two years, every five years]
Date for Next Review: [Day Month Year]
Location of Publication: [eg AA website, intranet, employee handbook]



Standing Order – Trustee Appointments Process, and Provision for Removal

- 1 Purpose
- 2 Statement of Compliance
- 3 Membership of Council
- 4 Tenure of Appointment
- 5 Appointment of Trustees
- 6 Appointments Process
 - Student and Staff Trustee Appointments (by Election)
 - Independent Trustee Appointments
 - Elections of Member of the AA
 - Appointment to Council
- 7 Balance of Independent Trustees
- 8 Confirmation in Position
- 9 Trustee Induction and Ongoing Development
- 10 Policy on Extension of Tenure
- 11 Appointment of and Tenure of the President and Vice President
- 12 Disqualification from Trusteeship

1. Purpose

- 1.1 This Standing Order (SO) sets out the processes and procedures for appointments to the position of Member of Council for the Architectural Association Inc (AA), and to the positions of President and Vice President.

2. Statement of Compliance

This SO:

- Complies with the Articles of Association and By-laws of the Architectural Association as amended on 9 May 2017.
- Complies with statutory requirements as set out in the Charities Acts;
- Reflects the expectations of the Higher Education Code of Governance.

3. Membership of Council

- 3.1 The Council is the primary governing body of the AA, including the School of Architecture and any and all of the AA's subsidiary organisations.
- 3.2 The Council has a maximum of 18 members and a minimum quorate number of seven members. Members of the Council are trustees of the AA Inc as a charity, and directors of the AA Inc as a company. The members are referred to hereafter as 'Trustees'.
- 3.3 Three of the 18 positions on Council are earmarked for: the Director of the AA, who is a member in an ex-officio role; a member of the staff of the AA; and a student currently studying full-time at the AA. The balance

of 15 positions on Council is filled by Independent Trustees (often referred to as 'Independent Members' in Higher Education bodies).

4. Tenure of Appointment

- 4.1 Independent, Staff and Student Trustees serve an initial three-year term. An Independent Trustee's term may be extended to a second term of up to three years by mutual agreement in accordance with the procedure set out in paragraph 10 below. A staff or student Trustee may stand for election for a further term of up to three years (which need not be consecutive to the first term).
- 4.2 The Staff Trustee can only serve on Council while they remain employed by the AA Inc, and the Student Trustee can only serve on Council while they remain a full-time student of the AA Inc.
- 4.3 The School Director is an ex-officio Trustee while they serve as School Director.
- 4.4 The procedures for suspending or removing Trustees prior to the expiry of their tenure are set out below in paragraph 12, and the reasons for removal are set out in By-Law 31.

5. Appointment of Trustees

- 5.1 The Council will delegate the recruitment and selection process of new trustees and the reappointment of existing trustees (except the School Director) to the Nomination and Remuneration Committee (the Committee).
- 5.2 A Council member role profile, including each trustee's key responsibilities and competencies, will be approved at least every three years by the Committee. A separate role profile will be drafted and kept under review for the President and Vice-President. When a vacancy is advertised, the approved role profile will include a person specification that sets out the specific skills, knowledge and experience being sought. The person specification will be based on an agreed Competency Framework which the Committee will also review at least every three years.

6. Appointments Process

The School Director is ex-officio a member of Council while they serve as School Director.

6.1 Student and Staff Trustee Appointments (by Election)

- 6.2.1 In respect of Student and Staff Trustee appointments, the following procedure will apply. The Committee will identify an upcoming or arising vacancy for the Student or Staff Trustee, and will advertise the vacancy through AA Weekly and other relevant channels across the AA. The advert will allow at least 14 days for applicants interested in the role to submit an expression of interest, including a brief personal statement. Only those who at the time qualify for membership of the School Community are eligible to apply for these Trustee roles. For Staff members, they must be a current member of staff and have been employed by the AA Inc for least six months at the time of the application, or have previously been employed by the AA Inc for at least six months before re-joining the AA Inc as a member of staff.
- 6.2.2 The Committee will confirm a selection and recruitment criteria for the recruitment, and appoint an interview panel consisting of at least two members of Council, which should normally include the Company Secretary. The interview panel will shortlist candidates for interview and undertake interviews with those shortlisted, assessing candidates against the competencies, skills and experience set out in the role profile and person specification. The Company Secretary will ensure a record of the shortlisting and interview process is kept for three months after the shortlisting or interview date, whichever is later. Those confirmed as suitable candidates to stand for Council will then be put forward for election.

- 6.2.3 In the case of the Student Trustee, the constituency that is able to vote are registered and current students of the AA at the time of the vote. There will be at least 14 days allowed for the voting, and the candidate with the most votes cast is appointed.
- 6.2.4 In the case of the Staff Trustee, there will be a vote of all academic and administrative staff employed by AA Inc at the time of the vote. There will be at least 14 days allowed for the voting, with the candidate with the most votes being appointed to Council.
- 6.2.5 The Council will confirm the date upon which the elected person will take up the role on Council to align with the relevant vacancy. The start date will be within six months of the vote closing. The vote will be undertaken electronically and shall not take place over a School closure period.

6.2 Independent Trustee Appointments

- 6.2.1 From time to time, the Committee will issue a person specification for an Independent Trustee vacancy on Council reflecting the skills and experience that the Council require at that time. The Committee will decide whether the recruitment is for a Member of the AA or non-members, depending on the skills and experience required. Where the recruitment is for non-members of the AA, Members of the AA are still able to apply for the role, but the appointment will be by appointment of Council rather than election. Where the recruitment is for Members of the AA, including alumni members but excluding staff and student members, the appointment to Council will normally be by election.
- 6.2.2 For all recruitment of Independent Trustees, the vacancy will be advertised on the AA website, emailed to members and advertised in such other way as the Committee considers appropriate to obtain the skills and experience required.
- 6.2.3 The Committee will confirm a selection and recruitment criteria for the recruitment, and appoint an interview panel, which will consist of at least two members of Council and should normally include the Company Secretary. The interview panel will shortlist candidates for interview and undertake interviews with those shortlisted, assessing the candidates against the competencies, skills and experience set out in the role profile and person specification. The Company Secretary will ensure a record of the shortlisting and interview is kept for three months after the shortlisting or interview date, whichever is later.

6.3 Election of Members of the AA

- 6.3.1 Where the recruitment is for a Member(s) of the AA, there will normally be an election for the selected candidates following interview. The vote will be electronic and all those who are on the list of Members most recently approved by Council (By-Law 11), as well as those who have since that list paid their subscription as a Member of the AA and current AA staff and students, will be eligible to vote. There will be at least 14 days allowed for the vote, and the candidate(s) with the most votes will be appointed to Council. The date that each elected candidate will begin their role shall be decided by Council, but the start date will be within at least six months of the election closing.

6.4 Appointment to Council

- 6.4.1 The Council will make appointment(s) to Council upon a recommendation(s) from the Committee. When approving the appointment, the Council will confirm the date from which the appointment to Council will begin, or delegate the decision regarding the start date to the Committee.

7. Balance of Independent Trustees

- 7.1 The Council will seek to ensure a range of skills and experience on Council that reflects the responsibilities of Council as the governing body for the AA Inc as a School of Architecture, charity and company. As stated in clause 12 of the Articles for the AA Inc, trustees will 'only be appointed or elected having regard to the skills, knowledge and experience needed for the effective governance of the Association'. For the avoidance of doubt, there is no minimum or maximum number of either AA Members or non-members on Council, nor a minimum or maximum number of appointments by election.

8. Confirmation in Position

- 8.1 All Trustees are required to sign a declaration that they are eligible to be a Trustee, they agree to abide by the AA's Code of Behavioural Expectations and accept the responsibilities set out in the Council member role profile. Trustees will also keep up to date a declaration of interest as requested by the Company Secretary.

9. Trustee Induction and Ongoing Development

- 9.1 The Company Secretary is responsible for providing all new Trustees with an induction pack that will support their understanding of the AA and its mission, as well as the legal and regulatory responsibilities of the role. All Trustees are required to participate in induction training and to participate in ongoing development sessions as may from time to time be organised by the Company Secretary.

10. Policy on Extension of Tenure

- 10.1 The current policy of Council for the tenure of Independent Trustees is that:
- 10.2 A second term of office would be granted by Council subject to a recommendation from the Committee and with the agreement of the continuing Trustee. The Committee may decide not to make a recommendation to extend a term, either due to the Trustee's performance, conduct, attendance at Council, alternative skills and experience being required on Council or for such other reason the Committee consider in the best interest of AA Inc. If the Committee decide not to make a recommendation to grant another term, the Committee's decision is final and not subject to an appeal.
- 10.3 The Committee may recommend and the Council may agree to grant a second term of up to three years. There is no requirement that the second term is for three years.
- 10.4 A member who was initially elected to Council may be reappointed by Council to serve a second term without the need for a new election.

11. Appointment of and Tenure of the President and Vice President

- 11.1 The Council will, by a two-thirds majority, elect in a closed ballot of Council members both the President and Vice-President. Any Independent Trustee on Council is eligible to stand for either position, unless otherwise decided by Council, subject to delivering a nomination form to the Company Secretary supported by two seconders being other Trustees and in accordance with any instructions issued by the Company Secretary. Seconders can only support one nomination each. The candidate with the most votes will be confirmed by Council as the person to fulfil the relevant role.
- 11.2 The tenure of both President and Vice President will be for three years and cannot be extended. Where an appointment would extend the President or Vice President's term on Council beyond two terms, approval at a Special General Meeting of members will be required.

12. Disqualification from Trusteeship

- 12.1 A Trustee will be removed if they are disqualified under By-Law 31 or due to any other legal or regulatory requirement. For the Staff or Student member, a disqualification from being a trustee or company director will remove them from their position on Council but will not automatically remove them as a member of staff or student at the AA.

- 12.2 Where the School Director becomes disqualified by virtue of By-Law 31, this may be treated as a disciplinary matter and dealt with in accordance with the AA's Disciplinary Procedure, subject to the advice of personnel and legal advice. A disqualification will not automatically remove the person from the role of School Director.
- 12.3 The Council may at any time revoke the appointment of the President or Vice President for such reasons as the Council consider to be in the best interests of AA Inc.
- 12.4 The Council may remove a member from Council where they have committed a serious breach of the AA Code of Behavioural Expectations.

END