

# Protocol on electing trustees

## 1. Introduction

ERCS is constituted as [a two-tier constitution](#) with options for both individual and organisational membership. Membership recruitment was launched in April 2021 to any person aged 16 or over who agrees with our vision and charitable purposes in line with our Membership Protocol.

In the first year of ERCS formation as a Scottish Incorporated Charitable Organisation, trustees were recruited by the Board of Trustees. This protocol outlines how trustees will be recruited henceforth.

## 2. Trustees' roles and responsibilities

The [Trustees' roles, responsibilities and commitments](#), and [Trustee code of conduct](#) sets out the expectations of trustees.

Trustees are remitted to look after the interests of ERCS as a legal and charitable entity – e.g. as an employer, a charity, an advice service, a maker of public statements. Trustees do not represent other organisations on the ERCS Board and should feel comfortable in adhering to the ERCS organisational position which may differ from the position of organisations with which they are otherwise involved. See [The Guidance and good practice for Charity Trustees](#).

ERCS currently has three office bearers elected by the trustees: Chair, Vice-chair and Treasurer. All office bearers cease to hold office at the conclusion of each AGM but may be re-elected (clauses 84 – 87).

## 3. Number and appointment of trustees

The election, appointment, retiral or re-election of trustees will be in line with the rules set out in the Constitution (clauses 60 – 80).

The [Constitution](#) (clause 60) states that the ERCS Board should comprise of up to 12 trustees: no more than 8 can be elected from the membership and no more than 2 places can be nominated by Scottish Environment LINK. The Board can appoint a further 2 individuals, at any time to be a charity trustee: this can be 'any member', 'by way of a resolution passed by majority vote at a board meeting' (clause 66); or 'any non-member' to serve on the Board until the next AGM, 'on the basis that they have specialist expertise



and/or skills which could be of assistance to the Board' (clause 77).<sup>1</sup> The Board should use these powers, 'as far as possible to achieve gender balance and otherwise to represent the diversity of Scottish society' (clause 69).

At every AGM up to a third of trustees will retire but can be re-elected for a maximum of six years (clauses 70-75). The minimum number of trustees is 4.

## LINK nominations

LINK will co-opt up to 2 trustees in line with section 7.5 Election of Delegates from LINK's Operating Principles. The two nominations should be elected by ballot from the LINK Governance Group.

## 4. Member nominations for trustees

Before each AGM, the Board of Trustees will give notice that nominations are open for the election of trustees from the membership, indicating the particular knowledge, skills and experience that are especially welcome.

Any individual can nominate themselves to stand for election as a trustee by completing a Trustee Application Form. The form is confidential and will only be circulated to the Board of Trustees and supporting officers.

As for membership applications, nominations for trustees are subject to Board approval. The Board may, at its discretion, refuse the nomination but not for reasons of age, religion and belief, race, disability, sex, sexual orientation, pregnancy and maternity, marriage and civil partnership or gender reassignment. A decision to refuse will only be considered if an applicant has said or acted in a manner which is inconsistent with the organisation's charitable purposes and values. If the decision is to refuse the nomination, this will be notified in writing or by email.

On approval of the nomination, the Chief Officer will invite the nominated person to submit a short statement of why they wish to stand for election which will be circulated to the members in advance of the AGM.

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<sup>1</sup> The constitution, by omission, gives the Board authority to delegate the appointment of its two places to the membership.