Protocol on electing trustees and tenure

1. Introduction

ERCS is constituted as a two-tier constitution. Membership is free to any person aged 16 or over, who is resident in Scotland and who agrees with ERCS's charitable purposes in line with our Membership Protocol.

This protocol outlines how trustees will be recruited and the length of tenure in line with ERCS's Constitution v.3.

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.

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 v.3 (clauses 54 - 72). The minimum number of trustees is 4.

The Constitution v3 (clause 54) states that the ERCS Board should comprise of up to 12 trustees: no more than 8 can be elected from the membership at an AGM and no more than 2 places can be nominated by Scottish Environment LINK.

The Board can co-opt/appoint a further 2 individuals at any time to be a charity trustee (provided the Board does not exceed the maximum number of 12 (clause 54)). Individuals may already be be a member (clause 60) or 'on the basis that they have specialist expertise and/or skills which could be of assistance to the Board' (clause 69).[1] The Board should use these powers, 'as far as possible to achieve gender balance and otherwise to represent the diversity of Scottish society' (clause 61).

[1] The constitution, by omission, gives the Board authority to delegate the appointment of its two places to the membership.

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. Length of tenure for trustees

At every AGM up to a third of trustees will retire but can be re-elected for a maximum of eight years (clauses 63 - 68). The normal expectation is for trustees to consider whether to stand for re-election every two years and retire after six years.

An exception to this is if the Board feels it is desirable to stagger the retiral of long-serving trustees and allow for succession planning of office bearers. On stepping down after 8 years, any trustee is eligible for re-election after one year has elapsed.

ERCS 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 76 –79). Should the Board deem it necessary to extend the tenure of the Chair or Treasurer longer than eight years, then a Resolution can be taken to the AGM to extend the tenure of these trustees in order for them to be elected as office bearers for an additional two years.

5. Member nominations for trustees

The AGM is the opportunity to elect new trustees from the membership (clause 59). Before each AGM, the Board of Trustees will consider whether to invite nominations for new trustees from the membership and/or whether to recommend the re-election of existing trustees retiring under clauses 63-68.

The Board will give notice of their decision and, if agreed, invite nominations for new trustees indicating the particular knowledge, skills and experience that are especially welcome.

Diversity of trustees

The Board seeks to represent the diversity of Scottish society and encourages applications from people of all backgrounds including disabled, Black, Asian and Minority Ethnic people as they are currently under-represented in the environmental movement in Scotland. The Board particularly encourages people with lived experience of environmental injustice in Scotland.

Gender balance

The Board is committed to achieving gender balance among trustees. The maximum number of trustees is 12 and the Board aims to have a 7/5 split in either direction and/or inclusive of non-binary identities. If the number of trustees changes, the Board will continue to regard a difference of 2 as an appropriate level of flexibility.

Where the balance of trustees favours one gender over another over a three year period, the Board will take proactive steps to encourage applications from the under-represented gender.

Member nominations

Any individual can nominate themselves to stand for election as a trustee by completing a Trustee Application Form briefly outlining their experience and suitability for becoming a trustee and providing two referees. The form is confidential and will only be circulated to the Board of Trustees and supporting officers.

All 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 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 verbally and 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.