



GOVERNANCE FACTSHEET – THE BASICS

Making good decisions as a board

- **Rules around decision-making**
- **Raising a matter for discussion**
- **Reaching consensus**
- **What happens if someone disagrees?**

Use this page to learn about the rules around decision-making and how to go about the process of making decisions effectively.

Decision-making is one of the fundamental roles of the trustee board. To make strong decisions, your board will need to work together, often holding discussions which may be challenging.

To demonstrate good governance on decision making, you'll need to follow the rules set out in your governing document that state how the decision-making process works.

Rules around decision-making

Decision-making is a formal process, and there are legal and practical things trustees need to do to make sure decisions are properly made. In order for a decision to be valid, the trustees must have carried out the following.

- Acted within their powers, as set out in the governing document.
- Acted in good faith and only in the interests of the charity, taking note of any conflicts of interests and managing these.
- Made sure they had enough information before making the decision.
- Taken account of all relevant factors by considering the decision from a number of perspectives.
- Ignored any irrelevant factors.
- Only made the decision if it falls within the range of decisions that a reasonable trustee body can make.

Read guidance which explains [the principles around decision-making from the Charity Commission](#).

Decisions can only be delegated if properly authorised by the board (and if your constitution gives you power to delegate).

IMPORTANT

Remember that responsibility for the organisation ultimately rests with the governing body.

It may help your board to set out the terms for decision-making in your charity. This might include having clear rules for meetings such as:

- Frequency
- who attends
- how many trustees are needed for a quorum
- dealing with conflicts of interest
- agreeing meeting dates well in advance.

You can also consider agreeing on a work calendar for the board, and making use of working groups or sub-committees if you are a larger or more complex organisation.

Raising a matter for discussion

Any trustee is able to raise a matter for discussion at the board. Trustees can add items to a meeting agenda in advance, usually by contacting the Chair, or can raise matters as part of 'Any Other Business'.

At times, it may be appropriate for a trustee to raise a matter outside of a meeting. When this is the case, the trustee will usually contact all members of the board at once using the agreed communication method.

It's important to make sure decisions are not made by small groups of trustees before a matter is raised to the whole board, especially when the matter is complex or might cause a challenging discussion. If you're not sure how to raise a matter, consider the following questions.

Questions to ask yourself before raising a matter

- How does this matter relate to our charity?
- Is it a trustee's responsibility to raise this matter? Is it my responsibility to lead on this matter if I raise it, or should I bring in another trustee (for example, the Chair)?
- What information can I share to help fellow trustees understand the context of the matter?
- Is the matter factual, or opinion-based? If it's opinion-based, will my own opinions influence how I put the matter across?
- Do I expect anyone to raise an issue or reservation about this matter? If they do, what will my response be? Can I ask for support from other trustees?

Reaching consensus

Some decisions will be unanimously accepted by the board, and may not require much discussion. In other cases, a variety of views may be raised, and this may change the decision.

The board should always work towards having constructive discussions which raise relevant points on the matter and help the group work towards a consensus. Trustees should feel empowered to raise concerns with a matter, or highlight potential issues which their colleagues might not have identified.

Trustees might also consider putting forward alternative options or solutions. Most importantly, trustees should work together to resolve challenging decisions rather than positioning themselves against one another.

Total consensus is not always possible and disagreement can be healthy but making decisions in the way described above helps ensure that all points of view are considered before a decision is taken.

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Charity trustees are required to **act collectively**. Decisions don't have to be unanimous, but they must be supported by the majority.

What happens if someone disagrees?

Difficult conversations can sometimes happen, and challenge is an essential part of good decision-making. Disagreements at board level are natural, and aren't necessarily a cause for concern.

If the disagreement is so extreme that the discussion cannot continue, or that a consensus cannot be reached, the board should consider the following.

- If the discussion can be paused until more information is available, allowing trustees to make informed and objective decisions.
- If mediation is required to support the board in working through a challenging subjective discussion.
- Whether it's appropriate to settle the matter through a vote.

In general, a vote should only be used during a disagreement if the decision is urgent and needs to be taken immediately. The board should always seek to overcome differences of opinion before arriving at a decision. This is to make sure all trustees feel able to support the decision.

NCVO webpage - Find out more about [holding challenging conversations](#).