



# GOVERNANCE FACTSHEET – THE BASICS

## Reviewing the structure of your board

- **Trustee board size**
- **The composition of the board**
- **Roles on the board**
- **Defining terms of office**
- **Other attendees at the board**

Use this page to learn about what the structure of the board looks like and what to consider when reviewing.

The structure and composition of a board is set out in a charity's governing document. If you're currently setting up your charity, find out more about [what your governing document should include](#).

If your board's already established, you should still take time to review your structure regularly to make sure it's still fit for purpose.

The structure of the board will include:

- **Size:** The maximum and minimum size of the board.
- **Composition:** How trustees are elected or appointed, including those appointed by other bodies.
- **Roles:** Trustees with specific roles, such as Chair or Treasurer.
- **Terms of office:** The 'term of office' or length of service of trustees. This sometimes differs between Honorary Officers and trustees.
- **Other attendees:** Individuals who attend board meetings in an advisory capacity.

## Trustee board size

The trustee board should be the right size to govern effectively.

The [Charity Governance Code](#) suggests a board of **at least five but no more than twelve** trustees is typically considered good practice.

A board should be large enough that there are enough skilled people to carry out the board's work. It should also be small enough to make sure trustees can work together as a team with each fully participating in decision-making.

A review of trustee board size might lead some charities to change their governing document. Any changes to your governing document and accompanying rules must be carried out in agreement with the provisions in it and current law.

## The composition of the board

The composition of the board should support effective decision-making.

The composition of your board is likely to depend on the nature of your organisation, and the beneficiaries that you serve.

## Roles on the board

Trustees share formal responsibility for the charity and must act in its best interests, regardless of how they're elected or appointed.

Some trustees may take on specific roles on the board, such as chair, vice-chair, secretary and treasurer. These are sometimes known as honorary officer roles, and the word 'honorary' is usually included if a staff member handles some of the typical duties of the role (for example if they take meeting minutes rather than the secretary).

### **IMPORTANT**

NCVO members can access [sample role descriptions for a trustee, chair, secretary and treasurer](#).

Many trustee boards find it useful to have officers to:

- help prepare board meetings
- take on specific roles at meetings or
- deal with matters in between board meetings (for example, acting as a link between board and staff).

Officers might be appointed by the board, elected by the charity's membership or appointed in some other way.

Officers can only carry out specific aspects of the charity's business if they're authorised to do so. This authorisation might be given by the other trustees and/or set out in the governing document. Unless officers have explicit decision-making powers, they must act collectively with other trustees in making decisions.

Find out more about [trustee roles on the board](#).

## Defining terms of office

There's no legal requirement to define the term of office (the length of time a trustee is in a role for) for trustees, but many charities choose to include a term limit in their governing document. Limiting the term for trustees helps the board remain current and allows skills and knowledge to be reviewed over time.

The [Charity Governance Code](#) recommends that if a trustee will serve more than a nine-year term this should be subject to rigorous review, and should be explained in the trustees' annual report.

## Other attendees at the board

Some charities invite individuals other than trustees to attend trustee board meetings: for example, staff (where employed) or advisers.

It's important to distinguish between the trustees and other individuals who attend to avoid any confusion. Trustees are **the only people entitled to make decisions** at a board meeting.

### **IMPORTANT**

It's good practice to review your governance and structures regularly. You can follow our [governance review process](#).