



# GOVERNANCE FACTSHEET – THE BASICS

## Removing trustees

- **Reasons for removing a trustee**
- **Dismissing trustees**
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- **What happens when a trustee changes role**

Use this page to learn about the reasons to remove a trustee and the process to go through.

### Reasons for removing a trustee

As part of the cycle of the board, trustees will reach a point where they leave the organisation. There are a range of reasons for this:

- They may reach the end of their term of office.
- They may choose to step down.
- Their circumstances may change in a way which stops them from continuing their role. For example, they may become unwell.
- In a membership charity they may be unsuccessful in seeking re-election.
- They may die, in which case they will cease to be trustees. The role of the trustee does not pass to another individual in this situation.

In some exceptional cases, the board or membership may seek to dismiss a trustee. Reasons for this might include:

- a lack of engagement in board meetings
- breaches of organisation codes and policies
- as a result of a complaint or an issue which is damaging to the charity.

In many of these cases, the trustee will decide to resign and dismissal won't be necessary.

At times, boards may have challenging discussions and relationships between trustees may suffer. Poor relationships are an issue, but removing trustees isn't always the solution. Your board should seek to rebuild constructive relationships, through mediation if necessary.

### IMPORTANT:

Your trustee board must not drop below any stated minimum number of trustees. Retiring trustees must ensure there are enough trustees in place before they retire.

## Dismissing trustees

If you need to dismiss a trustee, the board and the charity must follow the rules set out in your governing document.

Trustees can usually be dismissed through a no-confidence process, as long as this is part of your rules. This process can either be carried out by the other trustees, or by the members.

If you don't have a process set out in your governing documents, you may be able to refer to the Trustees Act (section 36). This section has provisions for removing and replacing trustees.

Read the [Trustees Act section 36](#).

## How to formally remove a trustee

When a trustee steps down or is dismissed, you need to update your charity details to reflect the change. If you don't do this in a timely manner, you run the risk of reputational damage to your organisation. As well as this, the trustee who's to be removed risks being associated with decisions they haven't been part of making.

The Charity Commission and Companies House both have online services to update your trustee and director details. If the trustee who's leaving is responsible for maintaining your charity details, you should make sure these details are handed over before the trustee steps down.

There may be other places where your trustee details need to be updated, for example on:

- your organisation's website or other communications
- your organisation's bank account.

You may need to seek legal advice if you're removing trustees from title deeds for land or for property.

## IMPORTANT

It's important for your board to follow the organisation's EDI policy when going through this process.

## What happens when a trustee changes role

It's not usually necessary to change your listed details when trustees change roles within the board, unless they take up the role of chair. If you have any other public communications which detail your honorary officer roles or committee chair roles then it's good practice to update these when you make any changes.

Occasionally trustees take up new roles within the charity. If the role's voluntary then it's important that the board assess whether the new role will cause any kind of conflict for the trustee.

If the role is a paid role, then there are specific rules which need to be followed. Although there are circumstances where trustees can be paid for work it is very uncommon for trustees to also be staff of the charity.

It's important to review the [Charity Commission rules](#) to understand if you need to seek permission before paying a trustee. You should also check your governing document.