

Which?

**WHICH? TRUSTEE
ELECTION 2019**

CANDIDATE PACK

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WELCOME

Thank you for expressing an interest in standing as a Which? trustee

Council is the ultimate governing body of our charity, the Consumers' Association, and the Which? Group as a whole. This year we expect there to be three elected trustee vacancies on Council.

We are seeking talented trustees with the skills to lead a large, national charity. These are substantial trustee appointments, offering an opportunity to shape the future of a highly respected charity with a strong brand and reputation.

To help you decide whether a role on the Consumers' Association Council is right for you, we encourage you to take time to familiarise yourself with the introductory information included in this pack, which sets out trustee and other duties. Like most charity trustee roles, Council members are not remunerated and the role requires a time commitment on a par with a non-executive director role, and carries the same responsibilities.

For more details of the skills and experience required, please refer to 'The role of Council and its trustees' on p7. Equally, I would be happy to talk you through the role over the telephone or in person.

On p6 you'll find a step-by-step guide to the election process. You will need to complete two forms: the Candidate Information Form and the Nomination Form. The Candidate Information Form gives you the opportunity to explain and demonstrate how your skills and experience are suited to being a trustee. This information will be published with the ballot papers, which we will send to Which? members in the autumn for them to vote for their preferred candidates. Your Nomination Form needs to list the support of five nominators.

Once you have returned your forms to us, they will be reviewed by existing trustees and then a member of my team will be in touch. The closing deadline for applications is **14 June 2019**.

If you have any questions or would like to arrange a call please email us at **council.election@which.co.uk**.

Emma Reid
Head of corporate governance

WHO WE ARE

Which? has been championing the cause for consumers since 1957, asking probing questions of businesses and manufacturers, and pursuing the answers that put you in the driving seat

Our founders wanted to make things better for consumers, and to raise standards across the board. So they started testing goods and services and publishing the results. They began campaigning too, encouraging companies to change their practices.

Today, Which? has more than 1.3 million members and supporters, making us the largest independent consumer body in the UK.

Our commitment to providing unbiased advice to consumers is still at the heart of everything we do. So, from choosing a TV, phone, car, or holiday, to getting a mortgage or writing a will, we're always on your side.

We are a registered charity, and we are self-funded through our commercial ventures to enhance consumer interests and services for our members. The power we have is based partially on the fact that Which? is completely independent – we have no owners,

shareholders or government departments on our back, and you'll never see an advert in our magazines or on our websites. This means we work on behalf of the consumer and nobody else, so they can be sure they're getting the very best advice available.

We are proud of our reputation here at Which? but we won't be resting on our laurels any time soon. We recognise there are significant challenges for today's consumer, from product safety and navigating a digital world, to a broken care system and nightmare train journeys.

Indeed, these are all issues that we are proud to be campaigning for, and our role in championing consumers' interests and helping people make informed choices through our charitable and commercial activities is more important than ever.

You can read more about our 60-plus years of history at www.which.co.uk/60years.

INTERVIEW WITH A CURRENT TRUSTEE

Here, we interview Shirley Bailey-Wood MBE,
a trustee since 2016



Tell us about your career to date and what inspired you to become a trustee?

My career so far has centred around knowledge and information services, with an emphasis on the scientific research patent and standards segments. I'm very conscious of the ways that information can inform and empower or disempower. The Consumers' Association stands out as an enabler and leveller, aiding good consumer decisions.

What do you think is the best thing about working with Which? as an organisation?

For me, the potency of Which? has always been the quality of its research and strength of its

advocacy. Whether wanting to make reliable and safe product selections or needing a champion for consumer challenges such as care homes or rail compensation, Which? is here to offer advice or spearhead action.

What have you found most rewarding about being a trustee?

I enjoy the engagement with fellow trustees and the impressive people who work at Which?. Supporting the ways in which we develop in order to serve us all better as consumers feels like a real privilege.

How have you developed personally through your work with the Council?

Working alongside a great leadership team and supporting the strategic challenges and choices is personally satisfying.

What advice would you give anyone thinking of becoming a trustee?

Make sure you understand the commitment on your time and your responsibilities, and be clear on what skills you can contribute.

THE ELECTION PROCESS: A STEP-BY-STEP GUIDE

You have registered your interest and we've sent you a Council Trustee Candidate Pack. We would encourage you to arrange a call with a member of the Corporate Governance team by emailing council.election@which.co.uk

STAGE 1

To stand for election our constitution* requires that you must be:

- a subscriber to a Which? publication, product or service, and
- an Ordinary Member, (a voting member with a say in the governance of Which?)

- 1 If you're a subscriber and an Ordinary Member, go to **step 5**
- 2 If you're a subscriber but not an Ordinary Member, go to **step 4**
- 3 If you're not a subscriber or an Ordinary Member, contact the Member Service Centre on **029 2267 0000** to subscribe and then go to **step 4**
- 4 If you're a subscriber but not an Ordinary Member, please complete the Ordinary Member application form at www.which.co.uk/om. This is a simple process and there's no additional cost involved.
- 5 Let us know when you are registered as an Ordinary Member by emailing us at council.election@which.co.uk. We'll then send you the Candidate Information Form and Nomination Form to complete, along with the Council Election Procedure Rules 2019.

STAGE 2

Candidate Information Form

- 6
 - You should explain and demonstrate how your skills and experience are suited to becoming a trustee of the Consumers' Association. You may want to consult the Charity Commission's **CC3 guide** when writing your statement (see p12 for more details on how to get hold of this).
 - Your candidate statement will be published in a ballot booklet, which we will send to Which? members in the autumn for them to vote for their preferred candidates.

Nomination Form

- 7
 - You'll need five Ordinary Members to nominate you. If you don't already have these nominators, we can help by giving you the contact details of Ordinary Members who have told us they're happy to be contacted by people looking to stand for Council.
 - You don't need to get all five nominators to sign the same nomination form. If it's easier, they can each sign separate copies, or email their support by writing to council.election@which.co.uk, clearly identifying the candidate they're nominating and including their own name and address and (where known) their Which? membership number.

Closing date and submission of completed forms

- 8 Your completed Candidate Information Form and Nomination Form must be delivered **no later than the 14 June 2019 closing date**. You can send them by email or post, or hand deliver them.
 - By email to council.election@which.co.uk
 - By post or hand delivery to: **Emma Reid, head of corporate governance, Which?, 2 Marylebone Road, London NW1 4DF**. Please mark your envelope 'Council Nomination'.

STAGE 3

- 9 We will get in touch within four weeks after the closing date to confirm the next step.
- 10 If there are more candidates than vacancies on Council, we will circulate the candidate information to the electorate in the autumn to be decided by ballot.
- 11 We will announce the result of the ballot at our AGM on 23 November 2019. The successful candidates will be appointed at the AGM.

* this refers to the Consumers' Association Articles of Association – see p12 to find out how to access these.

THE ROLE OF COUNCIL AND ITS TRUSTEES

Consumers' Association is a charity and a company limited by guarantee, so Council members are both trustees and company directors with their details filed at Companies House and the Charity Commission.

The Council of trustees is the ultimate governing body of the Consumers' Association and the Which? Group as a whole. Council is responsible for the continued success of the Which? Group and the achievement of our charitable mission.

Legal duties

- Council members have legal responsibilities as directors and charity trustees for the work of the Consumers' Association. Council members must act in the best interests of the Association, fulfilling the charity's objectives, having regard to Charity Commission guidance.
- Council members have collective responsibility for decisions validly made by Council. They must also avoid any conflict between their personal interests and those of the charity.

Responsibilities

- Council is responsible for the long term success of the charity, overseeing organisational development, providing leadership, clarity of purpose and vision.
- Council sets aims, strategy and policies for the Group, in particular through the adoption of a strategic plan, overseeing its execution, either directly or via delegated authority.
- Council sets the governance framework and oversees the budget for charitable purposes.
- Council is responsible for protecting the reputation of the Group, identifying key risks and monitoring their mitigation.
- Council oversees the financial position of the Group, approving the annual budget and the annual report and accounts, with the support of the Group Audit & Risk Committee.
- Council reviews its performance and effectiveness at regular intervals.
- Council has oversight of the annual Council Election.
- Council reports to our Ordinary Membership via the AGM, Interim Review and Annual Report and Accounts. Ordinary Members have a role in protecting the long-term existence of the Consumers' Association, ensuring that our Council manages the charity on behalf of all UK consumers, fulfilling its charitable objects.

Leadership

- The Chair of Council leads on setting the agenda for Council. Council's business is done mainly following consideration of papers produced by the chief executive and senior staff who are normally in attendance at Council meetings.
- Members of Council report to the Chair.
- Council appoints a chief executive to lead and oversee advocacy and campaigning work conducted by the Consumers' Association, and the commercial work undertaken by Which? Limited. The income from the commercial activities funds the charitable work of the Consumers' Association.

Term of office

- Elected Council members are generally appointed for a three-year term, whilst co-opted Council members are appointed by Council generally for a one or two-year term. The Council elects a Chair and two deputies from among its number to serve for a two-year term.

Time commitment

- Council currently meets at least six times a year, and also attends an annual strategy day held jointly with the Which? Limited directors. Council members are encouraged to join at least one committee and attend the Annual General Meeting.
- Which? is a large and active body that deals with a very wide spectrum of issues. Council members need to be free to spend some time in the organisation to become familiar with its work.
- New Council members undertake a tailored induction programme and are expected to meet with the other Council members and the Chair at least annually.
- Council members are expected to devote such time as is necessary for the proper performance of their duties and to develop and refresh knowledge and skills. As a general guide, they need to set aside around one to two days per month for Consumers' Association activities as well as the time required to consider all relevant papers before each meeting. This will increase if they serve on one or more of the committees of the Association.

Core skills

Council members are expected to:

- Support Which?'s big strategic ambitions to make a positive difference for consumers, acting as a critical friend to the executive.
- Be a guardian of our organisational values, demonstrating high standards of behaviour and attitude.
- Steward the charity's resources wisely and carefully, and understand the risks and opportunities in the commercial board's strategy and its implementation.
- Be an exceptional influencer, able to coach and support executives to build a strong network for the organisation.
- Exercise independent judgement, reasonable care, skill and diligence, challenge constructively and scrutinise the performance of the organisation's progress against its strategy and objectives, satisfy themselves on the integrity of the financial information and that financial controls and systems of risk management are robust and defensible.

Remuneration and expenses

- Like most charity trustee roles, Council members do not receive any payment for their services. Members are, however, entitled to reasonable out-of-pocket expenses for attending Council and committee meetings and functions.

GOVERNANCE AT WHICH?

Which? is the trading and brand name for the Which? Group, wholly owned by the Consumers' Association

Everything Which? does has one overriding purpose: to tackle consumer detriment. We operate as a social enterprise, with our charitable purposes and commercial activities intertwined. Our campaigning work on behalf of all consumers is entirely funded by our commercial activities, so we receive no donations, public funds or other fundraising income.

The Consumers' Association is a charity and a company limited by guarantee and is governed by a Council of Trustees. Members of the Council of Trustees are therefore directors and trustees of our charity.

The Council of Trustees is the ultimate governing body of our charity, the Consumers' Association and the Which? Group as a whole. It is responsible for achieving our charitable mission and the development of Which? strategy and policy to ensure its continued success. The majority of Council members are directly elected from our membership.

While Council has oversight of the Group, each company within the Group is also closely managed by its own board. The Which? Limited Board oversees and sets the strategy for our commercial activities within the overall strategic direction set by Council. Which? Limited is responsible for products and services including the marketing and publishing of the magazines and other products such as which.co.uk and Which? Legal. The board of Which? Limited is appointed by Council. The Which? Financial Services Limited Board oversees our financial services businesses, including Which? Mortgage Advisers.

The Consumers' Association Council delegates responsibilities to the following committees and sub-group which support its work in overseeing the entire organisation.

- **Group Audit and Risk Committee**, chaired by Ian Hudson, has responsibility for monitoring the integrity of financial statements and reviewing the effectiveness of risk management, internal controls, internal audit and information security.
- **Remuneration Committee**, chaired by Caroline Baker, makes recommendations to Council regarding remuneration policy and the remuneration of the chief executive and other senior executives in the Group.
- **Investment Committee**, chaired by Brian Yates, makes recommendations to Council on the investment strategy, fund manager selection and monitors investment performance.
- **Nomination Committee**, chaired by Tim Gardam, oversees succession planning for trustees and non-executive roles, makes recommendations to Council on skills and expertise, and oversees the Council election process.
- **Governance Review Committee**, independently chaired by Dame Deirdre Hutton DBE, with the support of Julia Unwin CBE, undertaking a review of our governance framework to help shape the future of Which?.
- **Member Governance Committee**, chaired by Donald Grant, provides a route for Ordinary Members to raise governance proposals or concerns outside of the AGM process.
- **Council Policy and Campaigns Sub-group**, chaired by Anna Walker, provides challenge and support to the policy, communications and campaigns teams, with a particular focus on advocacy work.

The Which? Group

Consumers' Association Council

Chair: Tim Gardam, **Deputy Chairs:** Jennifer Oscroft, Anna Walker CB

- Shirley Bailey-Wood MBE
- Caroline Baker
- Sharon Darcy
- Christine Forde
- Melanie Fuller
- Donald Grant
- Sharon Grant OBE
- Roger Pittock
- Peter Shears
- Jonathan Thompson
- David Woodward
- Brian Yates

Which? Limited Board

is 100% owned by Consumers' Association. **Chair:** Judy Gibbons

- Deborah Davies
- Julie Harris
- Anabel Hoults (chief executive)
- Ian Hudson
- Jonathan Thompson
- Tony Ward OBE

Which? Financial Services Limited Board

is 100% owned by Which? Limited. **Chair:** Mike Barley

- Steve Britain
- Martin Potkins
- Jan Smith
- Paul Smith (managing director)

Committees

The Consumers' Association Council is supported by the following committees and sub-group:

- Group Audit and Risk Committee
- Investment Committee
- Remuneration Committee
- Nomination Committee
- Member Governance Committee
- Council Policy and Campaigns Sub-group
- Member Governance Committee
- Governance Review Committee

The Which? Financial Services Limited Board is supported by the following committees:

- Risk, Audit and Conduct Committee
- Nomination Committee
- Remuneration Committee

Current Council and Board members correct as at 5 February 2019. Unless otherwise stated, all Council and Board members are non-executive directors.

GOVERNANCE REVIEW

In 2017, the Consumers' Association Council announced that it would undertake a review of the organisation's governance arrangements

The following year, we appointed Dame Deirdre Hutton DBE and Julia Unwin CBE to the newly formed Governance Review Committee to lead and oversee the review and ensure that it is carried out with sufficient independence, given the broad range of stakeholders who interact with Which?.

The committee published its first report, 'The Future Governance of Which?', in autumn 2018, identifying the reasons for carrying out the governance review. Its next report, which will set out options for a governance framework, will be published in late spring 2019. The report will also seek feedback from both Which? members and stakeholders – throughout the review, we are keen to hear from and listen to our members, as they have a key role to play in ensuring that our future governance structure is fit for purpose.

The final stage will be published in autumn 2019. This will lay out a series of recommended changes that Which? should make to transform itself into a simpler organisation that is easy to lead and understand.

Council has a key role to play in the review, and it will also have an ongoing role in implementing any recommendations throughout the end of 2019 and into 2020.

www.which.co.uk/governance



THE STRATEGY REVIEW

Anabel Hoult was appointed chief executive in October 2018



During Anabel's initial listening phase, she identified that there was a need to review our strategy. Since the start of 2019 this work has been prioritised and the first stage has already been implemented, resulting in a refreshed and simplified organisational structure.

The remainder of the strategy work is ongoing and due to be finalised and then implemented at the start of the new financial year in July.

Several factors, when combined, identified the need for a new growth strategy that would inspire, align and provide clarity to the organisation, as well as provide a proposition and commercial business model that powers growth.

Revenue from commercial operations has been flat at £100m for several years and subscriber numbers have been declining. The economic model does not provide sustained member acquisition and growth. Other media and publishing businesses and charities have taken action to evolve and counter this challenge.

When coupled with the Governance Review, both matters create an interesting opportunity for incoming trustees: their execution will need to be carefully monitored by skilled Council members.

WHEN DOES COUNCIL MEET?

Council meeting dates for 2019

- 19 March
- 23 April
- 21 May
- 2 July
- 24 September
- 5 November
- 10 December

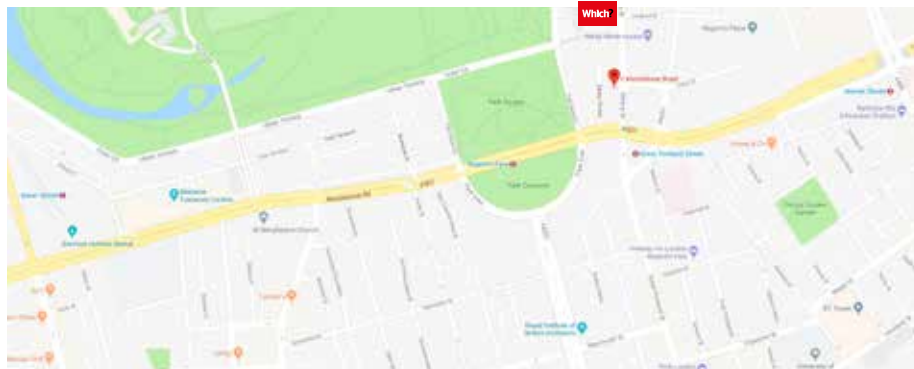
- Strategy day: 2 April
- AGM: 23 November

WHERE WILL I BE WORKING?

Meetings usually take place at our London office, which is centrally located right next to Regents Park

Nearest underground stations:

- Great Portland Street
- Regents Park
- Warren Street
- Baker Street



OTHER USEFUL DOCUMENTS

For more information:

- You can download the Which? Articles of Association (mentioned on p6) from the 'Find out more' section at www.which.co.uk/governance
- As mentioned on p6, you may want to refer to the Charity Commission's CC3 guide: 'The essential trustee: what you need to know, what you need to do' when writing your Candidate Information Form statement. You can find it at www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3
- The rules for how the election is run are set out in the Council Election Procedure Rules 2019, a copy of which will be sent to candidates with the Candidate Information Form and Nomination Form.
- For any other questions please email us at council.election@which.co.uk