

Dear Ordinary Member,

In an increasingly complex and fast-moving world, Which? has a responsibility to ensure it can help today's consumers and the consumers of the future whatever their background, age and wherever they live. To continue to be effective we have a duty to modernise. We need to be able to shape and respond to rapidly changing consumer needs and challenges in a digital world that is becoming ever more different from the past.

Over the past eighteen months, Deirdre Hutton DBE, as independent chair, has led a comprehensive review to help transform our governance structures and arrangements. Through the Review we have identified an urgent need to change the way the organisation is governed if we are to ensure it remains relevant, financially self-sustaining and can continue to help consumers be as powerful as the organisations they deal with in daily life.

In my final months as chair of this charity with such a rich history and exciting future, I am pleased to share the recommendations of the Review with you. As a member of the Review committee led by Dame Deirdre, I am confident in the robustness of our work and gratified that my fellow Trustees have wholeheartedly supported the direction the Review proposes.

The Review has made some very clear recommendations for constitutional change which have resonated strongly with the Council of Trustees and which we endorse and recommend to you, our members. We will be proposing a number of important resolutions at this year's Annual General Meeting on 23 November 2019 to implement them and we urge as many of you as possible to vote in person or in advance of the day.

These resolutions relate to the modernisation of our charitable purposes so they better reflect what the organisation does now and plans to do in the future, the modernisation and simplification of our Articles of Association and, importantly, changes to our Trustee election and appointment processes and the maximum length a Trustee can serve. The changes are all explained clearly in the accompanying Report which I encourage you to read. Ordinary Members will receive the Notice of Annual General Meeting at the end of October. This will include instructions on how you can vote.

As Trustees we are committed to Which? delivering its public benefit for today and tomorrow. We have a duty to uphold the values of the organisation and ensure that, as a Council, we are diverse in our thinking, expertise and experience. We need to oversee collectively and effectively all aspects of what we do. We believe the proposed changes will reinvigorate Which? as a membership organisation, help make us more open and accountable and ensure that we demonstrate the highest standards in the way we operate.

We have heard throughout the Review that you share our aspirations for Which?. We ask you now to support the changes we believe are necessary to enable it, in partnership with you, to continue to make the world simpler, fairer and safer for consumers.

I look forward to seeing as many of you as possible at the Annual General Meeting. It will be our first on a Saturday for many years and will be in our headquarters at 2 Marylebone Road. It is shaping up to be a very significant and engaging day.

Yours faithfully

Tim Gardam
Chair of the Consumers Association
On behalf of the Council of Trustees

Which?

RECOMMENDATIONS FOR SHAPING OUR FUTURE GOVERNANCE

**The Final Report of the
Which? Governance Review**

September 2019



FOREWORD

Dame Deirdre Hutton DBE

I am delighted to present the final report from the Governance Review Committee (GRC) for the Consumers' Association (Which?). This report sets out the recommendations being made by the GRC¹ to the Council of Trustees as a result of our governance review process (the Review).

The Review stemmed from a recognition that in a fast-moving, less trusting world, Which? has a responsibility to ensure it remains a trusted guide that helps consumers whatever their background. In an evolving environment for charities, with higher public expectations, Which? acknowledged that historic issues had affected perceptions of its accountability. Which? wants to be at the forefront of charity governance and set itself up to be fleet of foot and fit for a future that is very different from the past.

When we published our first report '*The Future Governance of Which?*' in November 2018, we stated that our ultimate aim was to bring forward a set of recommendations that would deliver a modern governance framework built on trust and transparency. This is most easily delivered by aiming for simplicity and a system that is easy to understand and easy to lead.

In our second report '*Evolving in a Modern World*', we explained why we believed that ensuring the right governance framework is crucial to enabling Which? to achieve its newly stated mission to be the preeminent force driving positive impact for and with UK consumers, and increasingly benefit from a substantial and diverse membership that is reflective of contemporary Britain.

Now, having consulted widely, listened to your feedback and considered many options, these detailed recommendations represent the culmination of what we have learnt. As we design a governance framework fit for the future which embraces and evolves the Which? membership model and better enables the charity's Trustees to set the group's direction and provide expert and effective oversight, we are also helping to build a more diverse and open organisational culture.

On behalf of the GRC, I am confident the actions taken in response to this Review will result in a stronger governance framework for Which?, more closely aligned to its core purposes, better structured to support the organisation and with greater legitimacy as it increasingly benefits from its substantial membership. In an increasingly complex world for consumers across the whole of society, these changes should enable Which? to perform its vital role even more effectively.

It remains for me to thank all those who have worked so hard to undertake this Review, including my fellow members of the GRC for their various independent and internal perspectives, the Trustees, the subsidiary commercial Board and everyone who has contributed through honest feedback, a willingness to suggest potential solutions and a keen sense of a shared future direction for, and a commitment to, Which?.

We continue to welcome your thoughts and contributions on all aspects of these recommendations.

¹ See Page 24–25 for details of the composition of the GRC

ENSURING LASTING IMPACT

Competing in the modern world

Which? has been an independent self-funding charity, with its commercial operations supporting its social purpose, since 1987.² When we commenced this Review we set out to understand how the existing governance framework at Which? could be improved to help the organisation achieve its future ambitions: to deliver on its charitable objectives, to remain relevant to modern consumers, to continue to be financially self-sustaining, to respond to increasing public expectations around transparency and to put itself at the forefront of good governance for charities.

Despite the need for a consumer champion remaining as strong as ever, today Which? faces an urgent need to keep pace with the huge rate of change happening in the wider marketplace. Competition as an information source comes in many shapes and sizes – from online sources offering free advice on advanced, quick and easily accessible digital platforms through to specialist magazines that publish their own reviews and best buy tables.

Which? recognises that it needs to earn its place as the preeminent force driving meaningful and lasting impact for and with UK consumers. It aspires to partner with consumers, policy makers and business in delivering a fairer, simpler and safer world for consumers. Past success is no guarantee of future impact, though, particularly in our increasingly complex world where it has become harder, rather than easier, to know whom to trust. Nevertheless, Which? has an unparalleled asset in its impartial, evidence-based research and advice, and there is room for considerable optimism. With significant change comes many exciting new opportunities and Which? is poised to take advantage of its powerful reputation in the consumer landscape.

Evolving membership and participation

The organisation's unique position depends in large part on its right to speak on behalf of all UK consumers. Which? is a resource used by all generations and its combined member and supporter base totals almost 1.5 million consumers; its membership base sets it apart from competitors. But its

members and supporters tend to represent a more affluent section of the UK consumer population. If it is to maintain its unique position and have lasting impact, Which? will increasingly need to represent not just this group, but a wider and more diverse population. This, together with the rigour and impartiality of its research, will be key to its legitimacy with consumers, business and policymakers alike.

Which? should understand consumer needs, and the issues they face, better than anyone else. The organisation will need to be easy to engage with, remain trustworthy and demonstrate a compelling case for why busy and stretched consumers should take time to consult and contribute to it. This includes being clear as to how members can participate easily in what Which? does and thereby contribute to changing the UK consumer landscape for the better.

While there are a variety of ways that members can participate – from taking part in research forums to sharing ideas via the Which? Conversation community – the organisation recognises the need to engage in a very different way. New and exciting means of having a two-way conversation are being created in the world almost daily. It will be hugely to the benefit of Which? to take advantage of these. In recognition of this, the organisation has appointed a new Head of Member Engagement to build a new engagement strategy. It has also established a comprehensive programme to test the ways to achieve greater engagement and participation. This might be through online chat, social media, its mobile apps, events and/or workshops that bring together members, supporters and Which? experts.

Which? also plans to develop far better signposting, both online and in print, to help members navigate the opportunities available. Which? wants to showcase how the organisation continues to learn from its members and how this will create impact for all. This means product investigations driven by member insight and acting on concerns that members are sharing will become more central to the issues Which? focuses on and the content it creates.

GOVERNANCE REVIEW TIMELINE

Stage 1

From November 2018

Publication of first report '*The Future Governance of Which?*' exploring the issues that have led to the Governance Review

Survey and forum events for all stakeholders to provide feedback

Stage 2

From April 2019

Publication of '*Evolving in a Modern World*', and consulting on options for a modernised framework

Survey and forums for all stakeholders to provide feedback

Stage 3

From September 2019

Final recommendations published in this report
November 2019 AGM will include votes on constitutional changes as a result of this Review

² Which? was established in 1958 and restructured to create a charity in 1987.

It is clear that engaging with members on the issues that they most care about will also help build a sense of affinity with Which?. It is hoped as a result, that more members will choose to get involved in the governance of the organisation; but above all the aim is to encourage an open and reciprocal relationship, with mutually reinforcing benefits to members and Which? alike.

Six ways to influence and participate in what Which? does

1. Being an active user

Like most websites, which.co.uk uses cookies. These cookies are safe and secure and do not store personal information but they show Which? what members and users find useful, how they navigate around the site and how easy they find the content to use, which in turn helps Which? provide more useful content.

2. Telling Which? what you think

Which? carries out research online all year with members, asking them what they think of the magazines, website and other products and services. This includes Voice of the Customer and Which? Connect surveys. Members can also contact Which? at their own leisure, primarily through the Member Services Centre, but also through emails, letter to the magazine editors and comments and suggestions via social media (Facebook, Twitter and Instagram) and the Which? Conversation community.

3. Two-way engagement

Which? knows that it is best for its members and the organisation to have a proper conversation. It carries out in-person focus groups and in-depth interviews on specific topics with members and the general UK population. Which? also encourages conversations on Which? Conversation and social media with the organisation and between consumers.

4. Getting involved in testing and trials

Which? Connect surveys members about products and their reliability and Have your Say emails ask members to choose future products to test. Members can also get involved in gardening seed trials. Focus groups and co-creation workshops, for example, on the future role of Which? magazine, mean Which? understands consumers thoughts and can test new ideas with them.

5. Voting

Members can have a say in how Which? is run by voting on Trustee appointments and Ordinary Members can vote and attend the AGM.

6. Becoming a Trustee

Members can also apply to be a Trustee. Adverts are placed on the Which? online recruitment hub, in the magazine, in The Insider emails and on other online platforms such as LinkedIn.

Looking at the wider world

Which? also needs to be aware of UK and global trends and sentiment. It tracks how people feel about the brand, runs focus groups and ad-hoc surveys with non-members and the general UK population and hears case studies from people who support our campaigns.

Delivering impact

It is imperative that Which? continues to press ahead with its new strategic direction to drive the whole organisation towards delivering meaningful and measurable consumer impact. Now is the time to think broadly about changes to governance that will help Which? to achieve its ambitions and continue to play a pivotal role on behalf of UK consumers. Members can help shape this future by voting at the 2019 AGM.

Review recommendations and next steps

The Review's aim has been to ensure Which? can deliver on its charitable purposes on behalf of UK consumers in an increasingly competitive digital environment. Its focus has been to make recommendations that enable the Trustees to create a governance framework that:

- Provides expert and effective oversight.
- Remains open, agile and accountable.
- Allows Which? to be representative of the diversity of contemporary Britain.
- Makes the organisation easy to understand and easy to lead.

Beginning with the challenges identified in our first report, we have worked through a series of potential solutions to achieve the Review's aims and respond to the rapidly changing external environment. Our second report '*Evolving in a Modern World*' helps to detail the process taken to arrive at the recommendations we set out here.

As before we have structured our findings within three sections:



Each section describes what we are aiming to achieve, and the recommendations have been grouped under core themes. For ease of reference we have also included a table of Full Recommendations on pages 22-23. This also sets out the nature of the action required to implement each of the recommendations, assuming the Trustees decide to support them.

The Council of Trustees has committed to respond to the Review by bringing forward proposals that require a member vote to its Annual General Meeting on 23 November 2019. Members will receive a Notice of AGM setting out the proposals in October. We encourage as many members as possible to vote. Many of the Review's recommendations do not require a member vote to be implemented. While some of them require further consideration by the Council of Trustees, there are others where work on implementation is already underway. The Trustees have committed to update members on progress.

LISTENING

At each stage of the Review we have sought the views and opinions of Trustees, members and other stakeholders, and taken professional advice, on the aims of maintaining the organisation's legitimacy, building trust, enabling more robust and agile decision-making and providing expert stewardship to empower Which? to achieve its mission. In previous reports, we articulated the following issues:

VALUED MEMBERSHIP NETWORK

- Member feedback has shown that members are particularly interested in engaging with what Which? does.
- There is a perceived lack of accountability and answerability to members, and a lack of understanding about how members are involved in the governance of Which?.
- The system of Ordinary and Associate Members³ is not as transparent as it could be – it is not easy for existing members to understand the process or the benefits available.

GOVERNANCE FRAMEWORK

- Members want to feel that Which? is open and accountable in how it makes decisions and communicates with them.
- There is a perception that the current governance framework is complicated, confusing and does not allow for quick and effective decision-making.

EXCELLENT STEWARDSHIP

- The current election process does not always allow the Council of Trustees to recruit for the full range of capabilities, experience and diversity it requires.
- The model is out of line with modern good governance principles because the Council of Trustees is unable to confidently and reliably build a trustee board who can work together to oversee the complex range of activity undertaken by Which?.



³ See the chart on page 9 for an explanation of Ordinary and Associate members

Ways in which we have engaged and consulted:

- Discussions with Trustees and subsidiary commercial Board members on opportunities and concerns with the current governance framework.
 - A staff forum exploring the themes of values, membership, transparency and trust.
 - Benchmarking and conversations with other charities.
 - The AGM in November 2018.
 - A survey conducted in November 2018 to accompany the 'Future Governance of Which?' report.
 - The 'Future of Good Governance' panel event in February 2019 attended by the GRC, Charity Commission, industry experts, other similar organisations and a small group of Ordinary Members.
 - A survey conducted in May 2019 to accompany the 'Evolving in a Modern World' report.
 - A chance for members to submit additional questions to the GRC following publication of both the previous reports.
 - A live stream conversation for members in June 2019 with the Which? Corporate Governance team.
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'Evolving in a Modern World' Consultation Feedback

We invited feedback on the broad thinking and direction set out in 'Evolving in a Modern World' via an online questionnaire. This time we received only 25 responses, considerably fewer than the first survey we conducted. While not a representative sample, the responses we did receive were largely supportive and reinforced the views previously expressed.

On **membership** we saw 11 people give active support for the proposals to open up the membership and create a wider base. 4 people were actively opposed to the idea and the rest of the respondents either expressed concerns on how this simplification would be achieved or made no comment. This feedback was mirrored elsewhere.

On **framework** 13 people expressed direct support for the proposals. Respondents were generally supportive of taking a more risk-based governance approach, but would like more information on the reasons given and how this might work.

On **stewardship**, 13 people showed support for making a change to the trustee election process. Of those, 8 saw a healthy compromise between finding candidates with good skills and expertise, and allowing member participation in an election style process, with support leaning slightly towards the 'Member approval' model (see page 17 of this report). When it came to tenure, all of the respondents recognised the need to impose a maximum term and cited improving accountability and refreshing the Council of Trustees.

VALUED MEMBERSHIP NETWORK

We have heard that many members would like more opportunity to engage with the organisation. Which? also knows that, if it is to reach more diverse consumer audiences, it must enhance participation and draw better on members' collective insight and intelligence. This will give it the legitimacy to continue to be a powerful voice in the digital age.

Which? should look to invest in more effective and widespread information sharing and communication to

members on what it does and how it is run, to ensure that everyone is aware of how they can get involved and contribute if they choose to do so. Increasing the proportion and diversity of members who take part in focus groups, product testing, online conversations and research panels, will have the secondary effect of adding significant value to the insight that members and other existing participants already bring. It may also lead to more members seeking input on governance.

REVIEW RECOMMENDATIONS

Embrace a culture of participation and transparency and make it easier for members to get involved

We suggest Which? develops new channels for engaging with members on what Which? does and how it is run. It should build on successful initiatives launched over the last 12 months, including its new 'The Insider' emails and publications, and the work under way to drive participation in its Connect Panel. (The Which? Connect Panel is already more than 30,000 strong and enables members to give input and feedback on a whole range of consumer topics.)

In addition, the Review has identified that the current governance system is not as transparent as it could be. Information about governance should be available to all and easier to understand. We recommend, therefore, that Which? seeks to improve the information it provides on how the organisation is run and how it is performing, communicate this more proactively and make it more easily accessible across multiple channels, including on its website.

Members' senate

One of the options the Review considered to achieve more member engagement and participation was the creation of a members' senate. We wanted to understand whether introducing an additional members' body within the governance structure could increase the accountability of the Council of Trustees, while also ensuring that a broader group of members can participate.

We concluded that enshrining a members' senate into the organisation's governance framework does not offer any obvious significant improvements that cannot be achieved in a simpler way. We believe that adding an additional layer of governance could hinder and slow down decision-making. It could lead to members feeling more disengaged, with the Council of Trustees appearing more remote and less accountable. Instead, we see an opportunity to take more advantage of technology to create better mechanisms for hearing from members on what they would like from Which? and what problems they face day-to-day that they think Which? could address.

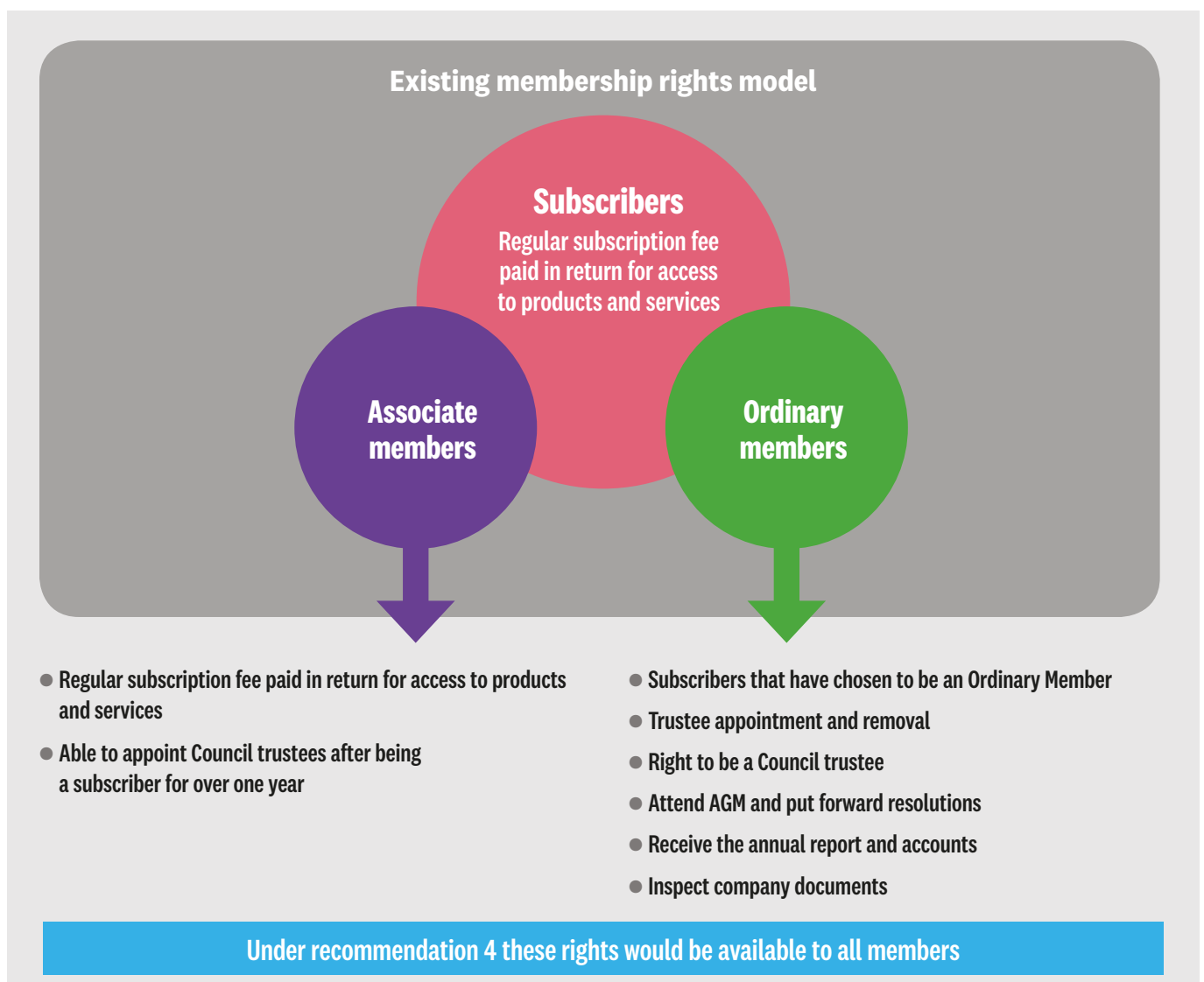
Number	Recommendation
1	Develop new channels for participation between members and the organisation, both on what Which? does and how it is run, building on its successful initiatives of the last 12 months.
2	Develop better mechanisms for hearing from members about what they would like from Which? and what problems they face that Which? could address.
3	Make information on how the organisation is run and how it is performing more engaging, transparent and accessible.

Broaden and simplify membership rights so all members can engage equally in governance if they choose to do so

Currently some governance rights are given to Associate Members after one year’s subscription. Additional rights are awarded to those who select to become an Ordinary Member. In practice, many members do not understand the distinction and are unaware of the process. We recommend that members’ governance rights are simplified, so that in future all members, not just those who fill in an Ordinary Member application form, have the same rights to participate in governance.

Our view is that these participation rights in governance will need to be granted outside of the Companies Act framework which currently applies. The Companies Act not only gives rights but imposes obligations on members (such as to be on a public register), which we do not think sit well in the modern world. We suggest this is looked at further by the Council of Trustees, which is better placed than the GRC to decide how best to achieve the change in the context of the organisation’s new strategic direction.

Number	Recommendation
4	All Which? members to be given the same rights of participation in governance, with the Council of Trustees to determine how best to achieve this change.



GOVERNANCE FRAMEWORK

It is a critical outcome of the Review that Which? is able to achieve its future ambitions: to drive positive impact for and with UK consumers, remain relevant and competitive, and respond to increasing expectations for charity governance. In looking at the governance framework, we were clear what the Review needed to achieve: a legal structure and a governance framework that enables the organisation to be open, agile and accountable and makes the organisation easy to lead and understand.

We concluded that this requires a better articulation of the purpose and values of the organisation and how they guide decisions, greater clarity on how individuals' roles contribute to the whole, and greater responsiveness to allow for quick decision-making. Trust is also key and there needs to be regular dialogue between Trustees, the subsidiary commercial Board and Executive to identify what is working well and less well.

REVIEW RECOMMENDATIONS

Re-articulate the charity's purpose and values in light of the organisation's new strategic direction

The Review has shown that the charity's charitable objects require review and could better reflect what the organisation does now and plans to do in the future. We recommend that once reviewed and re-articulated, the objects and refreshed values be used to guide the cultural development of the organisation.

Number	Recommendation
5	Trustees to review and update the charity's purpose and charitable objects subject to approval at the AGM.
6	Refresh the organisation's statement of values.

THE CURRENT OBJECTS FOR WHICH THE ASSOCIATION IS ESTABLISHED ARE:

- To promote for the benefit of the public impartial and scientific analysis of and research into:
 - the standards of goods and services available to the public as consumers;
 - ways in which the quality and availability of such goods and services may be maintained and improved for the public benefit and to publish and disseminate the results of such analysis and research to the public;
- To advance and disseminate knowledge of the laws of the United Kingdom and other countries and in particular (but without prejudice to the generality of the foregoing) the law relating to consumer protection in the United Kingdom and other countries;
- To carry out research into the law of consumer protection in the United Kingdom and other countries and to publish and disseminate the results of such research to the public;
- To promote and advance the education of the public in all aspects of public health and in the principles of physical and mental health, and
- To promote in a manner beneficial to the community the improvement of the skills of horticulture and good housewifery.

Maintain the current group structure and enhance it through clarified roles and responsibilities

In the 'Evolving in a Modern World' report we set out to understand whether the current legal structure⁴ within which the group operates, is the most effective one to support its charitable status and mission. We considered alternatives to identify the strengths and weaknesses of the current setup, as well as to identify the structure we believe is most likely to enable the aims of the organisation in the future. We concluded that these objectives would be better met by keeping the current model and refining it.

⁴ See Page 20–21 of Evolving in A Modern World for a description of the current legal structure: [https://about-which.s3.amazonaws.com/about-us/media/documents/5cf7dd46c6d01-Ideas%20Report_v14%20\(2\).pdf](https://about-which.s3.amazonaws.com/about-us/media/documents/5cf7dd46c6d01-Ideas%20Report_v14%20(2).pdf)

We recommend, therefore, refining and re-articulating the roles and responsibilities of the Council of Trustees as the senior governing body of the group, the commercial Board as the board of its main subsidiary and the Executive. This will help to achieve greater clarity, responsiveness, trust and empowerment so that everyone understands the distinct roles they play in overseeing, delivering and implementing the group strategy.

In addition we recommend retaining the requirement for at least one Trustee to also be a director of the subsidiary commercial Board to ensure alignment between it and the Council of Trustees and a mutual understanding of the strategy.

Number	Recommendation
7	Refine and re-articulate the roles and responsibilities of the Council of Trustees, the subsidiary commercial Board and the Executive.
8	Continue to maintain at least one Trustee as a director of the subsidiary commercial Board.

ROLES AND RESPONSIBILITIES

The **Council of Trustees** should:

- Set the strategy for the group to enable the charity to deliver its charitable purposes.
- Provide scrutiny, support and stretch to the subsidiary commercial Board and the Executive to drive progress and deliver impact.
- Steward the charity to make best use of its resources, protecting and conserving its assets for consumers tomorrow as well as today.⁵

The **subsidiary commercial Board** should set and oversee the commercial direction within the context of the group strategy and values, with the aim of delivering a long-term sustainable financial return for the charity.

The **Executive** should be responsible for developing and implementing the group strategy and commercial direction and managing the day-to-day operations of the group.

Focus the governance framework and approach to decision-making on risk in order to minimise duplication, improve scrutiny and simplify reporting lines

The Review has recommended that the new governance framework be clearly framed to enable focus on:

- Delivery of the organisation’s mission and strategy.
- Using values to guide cultural development.
- Protecting and growing reputation.
- Ensuring financial sustainability.

This will be achieved best if Trustees adopt a more risk-based governance model which provides a clearer framework in which the subsidiary commercial Board and the Executive can operate. It should balance the level of oversight and control against the degree of risk and importance of any particular decision. In this way, Trustees will be better equipped to prioritise those aspects of their role related to overseeing the primary charitable activities that enable the charity to achieve its mission.

The use that Trustees make of committees and working groups will also be an important factor in enabling them to focus on the key aspects of delivery of the charity’s purposes. **We are making a number of recommendations on the principal committee structure and broad remit to support this, as shown in the diagram and recommendations on page 13.** These include the establishment of a new Finance and Resources Committee to support the forward-looking work of the Trustees and the introduction of independent members to the Nominations Committee, as described under ‘Excellent Stewardship’. The Finance and Resources Committee will scrutinise budgets, business plans, proposed targets and expenditure for the charity, as well as cross-group resourcing strategies.

Trustee-established committees, working groups and short-term project groups can all be an effective means of helping shape issues and use Trustee expertise to provide constructive support and challenge to Executive decision-making.

⁵ ‘The five Ss in governance’, Julia Unwin 19 October 2015: <http://www.gettingonboard.org/news/4585134114/tags/governance>

However, there is always a risk of blurring the boundary between the duties of Trustees and the role of the Executive. As Trustees, it can be complex to balance the exercise of influence and oversight with the distance required in order to enable the Executive to implement the strategy and manage the group day-to-day.

We spent some time discussing this balance in relation to the oversight of the charity’s policy activity. Adoption of a new risk-based framework will require the current balance to be reviewed across the breadth of the charity’s activity, and will allow for evolution in the model for decision-making, oversight and working practices. This may include some changes to the current permanent sub-groups and working groups which sit outside the principal governance committee structure, but that will be for the Trustees to determine.

To facilitate the review, we recommend that the Trustees and Executive undertake detailed work on the decision-flows⁶ of the charity’s main activities. This should include the work of the current Consumer Policy and Campaigns Sub Group where the new governance structure is likely to lead to a reformed approach, with a transitional period if necessary. The review will help clarify responsibilities and accountabilities (in line with Recommendation 7) and the structures needed to support it. This is work we have not been able to do in the time available for the Review and, in any event, it is best done by the Trustees and those who will be operating within the framework day-to-day. In doing the work, it will be important to take account of three core principles:

- The Council of Trustees, as the board of the charity and parent company of the group, cannot delegate oversight of primary charitable activities.
- Trustees must not overstep the boundary with the Executive function.
- It is important that ways are found to use the expertise of each Trustee in a way which is helpful to the Executive and benefits the charity.

Any board of trustees will put in place ad hoc arrangements to address important issues which arise from time to time. This is a good use of trustee expertise and is outside the normal process of governance. We recommend that the Trustees consider using ad hoc (‘task and finish’) groups more, with clarity over their scope and the specific purpose for which they have been established. They must be disbanded once that purpose has been completed. Their use should also take account of the need to avoid placing an unnecessary administrative burden on the Executive.

We also recommend further consideration be given to using external experts and advisors on committees who are prepared to provide their time for no (or a low) fee. This might be where a cross-organisational programme of work is being undertaken in an area where the Trustees lack specific expertise. Third-party experts can often provide valuable insight and knowledge particularly where work is technical, highly specialised or costly to implement.

In addition, we are recommending that one of the two Deputy Chairs that currently exist takes on equivalent responsibilities to those of a Senior Independent Trustee. This individual would have particular responsibility for gathering and reporting back on member and other stakeholder feedback on behalf of the Trustees, to ensure that Trustees can decide how to respond to it. Their role would also be acting as an intermediary between the Chair and the other Trustees, as and when needed, including in relation to annual Trustee appraisal conversations. If the Trustees retain a second Deputy Chair, we recommend that their responsibilities are clarified so it is clear how they will complement that of the Senior Independent Trustee.

Lastly, the Review has concluded there is a need for more regular reviews of the governance framework, assessing the potential need for further changes as the strategy develops. We would suggest a full review once every three to five years.

Number	Recommendation
9	Adopt a new governance framework, clearly framed to focus on delivery of the organisation’s mission, values and strategy.
10	Review the role, remit and membership of each committee in the context of the new strategy and adopt a new committee reporting structure whereby all committees (other than the Group Audit and Risk Committee) are appointed by, and report solely to, the Council of Trustees, not its subsidiaries.
11	Establish a Finance and Resources Committee to support the Trustees in scrutinising the budgets, business plans, proposed targets and expenditure for the charity and cross-group resourcing strategies.
12	Expand the role of the Group Audit and Risk Committee to explicitly include assurance in relation to charitable activities.

⁶ See diagram on page 14 for an extract of the delegated authorities of the Charity Commission. This is an example of the output from this work.

13	Strengthen the current Nominations Committee in line with Recommendation 28.
14	Review the role and relevance of the Member Governance Committee alongside the development of proposals to broaden member participation and simplify member rights in relation to governance.
15	Review the decision-flows of the charity’s main activities to clarify responsibilities and accountabilities of Trustees and the Executive, and enable a review of the roles of the current permanent sub-groups and working groups which sit outside the principal governance committee structure.
16	Align one of the two existing Deputy Chair roles to that of a Senior Independent Trustee, with responsibility for acting as an intermediary between the Chair and the other Trustees and gathering stakeholder feedback and reporting it back. In addition, clarify the responsibilities of any second Deputy Chair.
17	Make more use of ad hoc ‘task and finish’ groups with a clear purpose and scope of authority and which are disbanded once that purpose has been fulfilled.
18	Consider using external experts and advisors on committees where Trustees lack particular technical expertise to provide appropriate oversight and input.
19	Undertake more regular reviews of the governance framework to ensure it continues to enable greatest focus on the areas of greatest risk for Which?.

PRINCIPAL GOVERNANCE COMMITTEES OF THE CONSUMERS’ ASSOCIATION

The Trustees determine the exact remit of each committee and their membership.

Remuneration Committee

Existing committee which makes recommendations to the Council of Trustees and decisions on remuneration of the group CEO and other group senior executives.

Nominations Committee

Existing committee responsible for succession planning for the Council of Trustees, the subsidiary commercial Board and group CEO.

Changes to be made to the scope and membership of the committee in light of the changes to the Trustee appointment process (See Excellent Stewardship section)

Finance and Resources Committee

Proposed new committee to support the Trustees in scrutinising the budgets, plans and proposed targets of the charity specifically, as well as cross-group resourcing strategies such as location, technology and people.

Investment Committee

Existing committee which makes recommendations on the investment strategy and monitors investment performance in relation to the reserves of the charity.

Member Governance Committee

Existing committee which provides a forum for considering governance issues and formal proposals raised by ordinary members.

Role to be reviewed along side the development of proposals to broaden member participation and simplify member rights in relation to governance.

Group Audit & Risk Committee*

Existing committee responsible for monitoring the integrity of financial statements, overseeing external auditor relationship and, under the GRC Recommendations, explicitly providing assurance in relation to charitable activities.

* The GARC will report to both Council and the commercial subsidiary Board as the charity and commercial business face many of the same risks and it is therefore sensible to have one committee rather than two.



EXTRACT OF THE DELEGATED AUTHORITIES OF THE CHARITY COMMISSION

Subject	Reserved to the Board	Delegated to – responsibility of the CEO
Corporate governance	Consideration and approval of aspects of the corporate governance framework, including principles of good governance, memoranda of understanding and appointments to committees, following the recommendation of the Chair.	All matters of organisational structure below the level of CEO. Delegation of authority to other Commission staff and preparation and maintenance of a comprehensive scheme of delegation for the organisation.
Strategy	Determining the overall strategic direction of the Commission. Consideration and approval of the Commission's strategic plan. Consideration and approval of formal strategic partnerships with other organisations.	Preparation of the Commission's strategic plan for consideration and approval by the Board, ensuring early consultation with the Board. Recommendations to the Board for formal strategic partnerships with other organisations.
Functions, powers and discretions (legal and administrative)	Strategic principles governing operational policy relating to the exercise of the Commission's functions, powers and discretions.	Exercise of all the Commission's legal and administrative powers and discretions in furtherance of statutory functions, subject to escalating any high risk/high impact issues in line with the sectoral risk management approach.
Corporate plans and budget	Consideration and approval of the Commission's corporate plans and annual budgets.	Preparation of corporate plans and annual budgets in line with the Commission's strategic plan, ensuring early consultation with the Board.

EXAMPLE ONLY

Update governance documentation to align with the refreshed governance framework and simplify them wherever possible to make it more accessible and easy to read

There is an obvious need to update governance documentation to align with the refreshed governance framework the Review is recommending. This starts with the constitutional documents of the charity. The current Articles of Association are lengthy, outmoded in some of their provisions and contain unnecessary process which would be better suited to inclusion in 'rules' which the Trustees can amend from time to time, rather than requiring approval at an Annual General Meeting. We therefore recommend modernising and simplifying the Articles of Association. This includes updating the conflicts provision and removing the Vice President provisions from the Articles.

We believe there is significant value in ensuring that the organisation remains connected to its past and finds a way to honour and celebrate individuals who have made an outstanding contribution and given long service. However, the current expression of the rights of Vice Presidents in the Articles of Association creates confusion around their duties as it gives an artificial role in governance where it should not. We suggest therefore that the Council of Trustees look again at how the charity might best achieve the aim of benefiting from the knowledge and experience of past Trustees who have made an outstanding contribution.

In addition, the charity needs to supplement or replace its existing memorandum of understanding with its commercial subsidiary (Which? Limited) by adopting an intra-group agreement which sets out more clearly the way in which services, assets and resources may be shared across the group. This will help to provide Trustees with better line of sight over the management of the charity's resources.

Lastly we believe that modernising terminology to refer to 'Trustees' rather than 'Council members' and 'Council of Trustees', and 'subsidiary commercial Board' rather than 'Council' and 'Board', will better reflect everyone's respective duties and help to reinforce the clarity in roles that the Review is recommending. It will also make documents simpler and more consistent.

Number	Recommendation
20	Modernise and simplify the Articles of Association. This includes updating or removing outmoded provisions from the Articles, such as the conflicts of interest and the Vice President provisions.
21	Adopt a new intra-group agreement.
22	Modernise terminology and use it to reinforce the structure of the group by referring to 'Trustees' rather than 'Council members' and 'Council of Trustees', and 'subsidiary commercial Board' rather than 'Council' and 'Board'.

It is ultimately culture and relationships that will help make the governance framework work effectively and enable Which? to deliver its purpose

As useful as a clear governance framework is, we recognise that it can only take the organisation so far. To help facilitate dialogue and greater trust, the Review recommends that the Trustees, subsidiary commercial Board and Executive all invest more time in building an open and flexible culture that welcomes input from the outside. We also suggest that Trustees undertake annual board and governance effectiveness reviews. A more wide-ranging review, externally facilitated, should be undertaken once every three to five years.

Number	Recommendation
23	Trustees, the subsidiary commercial Board and the Executive to all invest more time in building an open and flexible culture across the organisation.
24	Undertake annual board and governance effectiveness reviews, with a more wide-ranging review, externally facilitated, once every three to five years.

EXCELLENT STEWARDSHIP

Throughout this Review we have focused on ensuring that Trustees are well placed to support the delivery of the Which? mission. This will be crucial to the group's future success. This has meant that one of the fundamental questions we posed at the outset of the Review was how best to empower Trustees to help them uphold the values of the group, manage resources and lead a culture of excellence.

It is clear that excellent stewardship by the Council of Trustees must be built on the provision of expert and effective oversight and be representative of the diversity of all UK consumers. The Review has looked at the ways in which such stewardship can best be assured, we have assessed and reviewed options for improvement, and we have listened to the views of members. We are making a series of

specific recommendations to improve the current approach in three particular areas:

- **Trustee recruitment process**
- **Trustee election and appointment processes**
- **Trustee tenure periods**

Opening up the recruitment process will help to widen the pool of potential candidates and identify talent. Streamlining the election and appointment process will ensure greater transparency and improve accountability. Limiting tenure periods will allow a more regular injection of new ideas and external perspective. We believe that when combined, these will deliver the greatest transformation to the organisation's governance.

REVIEW RECOMMENDATIONS

Continue the work already under way to open up the Trustee recruitment processes and widen eligibility

There is significant experience and talent within the existing membership base, but many of those individuals may not naturally think about applying to be a Trustee. Nor should Which? limit itself to existing members in its search for the best candidates. This means:

- Finding new and engaging ways to ensure that all those eligible are encouraged to apply.
- Being innovative and committed in the search for a diverse range of talents, skills, background and experience.
- Being rigorous and transparent in the processes used to find and appoint new Trustees.

This is essential in order for the Council of Trustees as a whole to be able to oversee and steward the charity.

Number	Recommendation
25	Think broadly about the capabilities and experience needed by Trustees in order to build a diverse, dynamic and effective Council of Trustees.
26	Continue to develop a more rigorous and transparent Trustee recruitment process that actively seeks to attract diverse Trustee candidates.

Adopt the Member Approval model for Trustee appointments

We explained in 'Evolving in a Modern World' that we had concluded the current appointment and election model for Trustees has a number of shortcomings. It acts as a barrier to reliably building a Trustee body which has wide representation sufficient to oversee the complex range of activities undertaken by Which?. We outlined three potential new models for Trustee appointments. After further careful assessment, the GRC now recommends adopting the Member Approval model instead of the current ballot and election process.⁷ We believe this option allows the Council of Trustees to appoint the best person with the most appropriate skills to a vacant role while also increasing accountability to members. The proposed model places the onus on the Trustees as a group to explain to members why each Trustee has been appointed and the value that they add, so that members are better informed before determining how to exercise their vote.

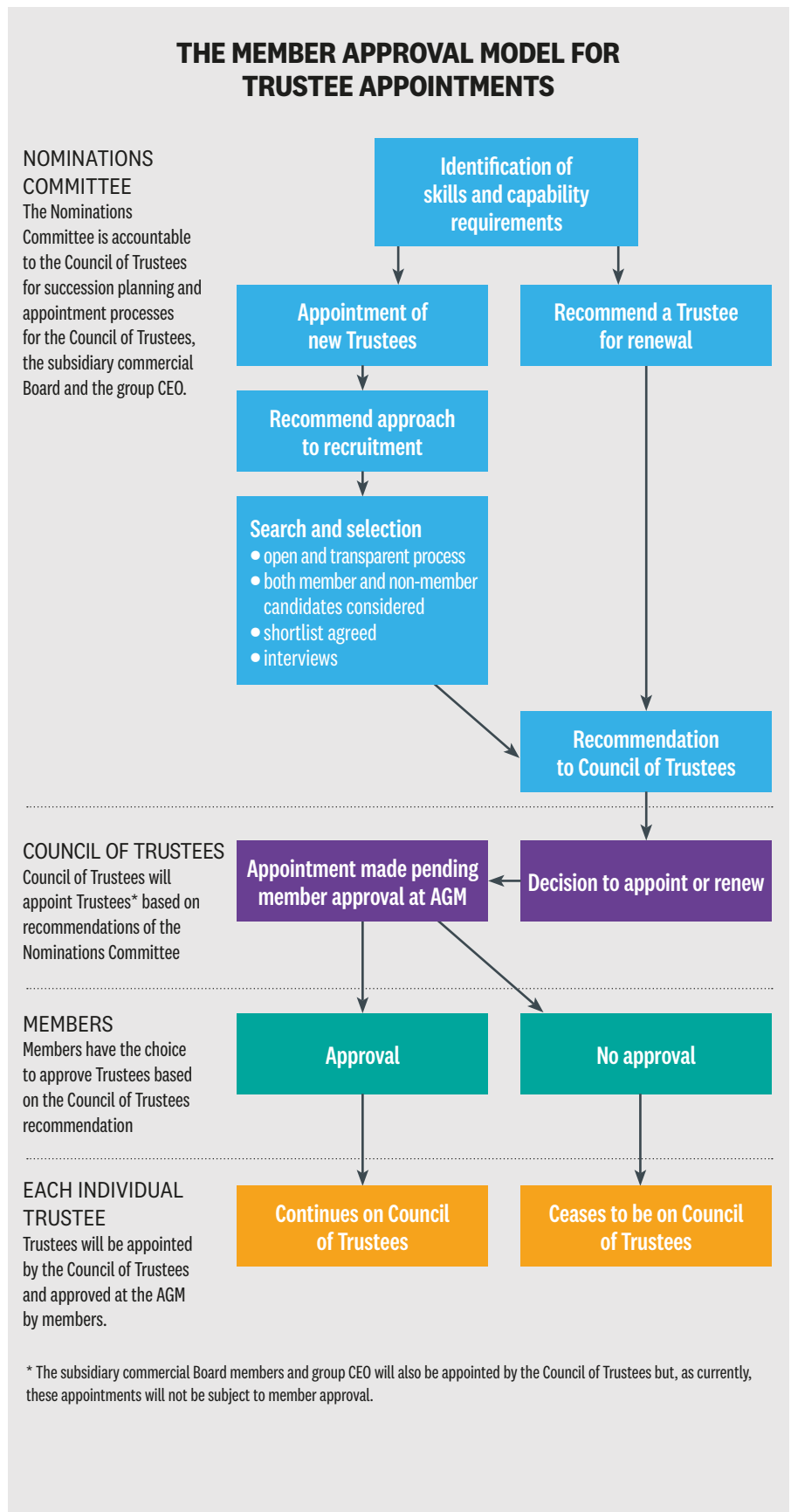
⁷ See Page 14–15 of 'Evolving in A Modern World' for a description of the current ballot and election process: [https://about-which.s3.amazonaws.com/about-us/media/documents/5cf7dd46c6d01-Ideas%20Report_v14%20\(2\).pdf](https://about-which.s3.amazonaws.com/about-us/media/documents/5cf7dd46c6d01-Ideas%20Report_v14%20(2).pdf)

The Member Approval model for Trustee appointments

Under this model all Trustees would be appointed by the Council of Trustees following a search and selection process led by a strengthened Nominations Committee, with up to two independent members appointed by the Trustees. The current ballot and election process for elected Trustees would be replaced by an approval vote for all Trustee appointments by Ordinary and Associate Members in the year in which a Trustee is first appointed. Then (if the individual and the Council of Trustees wish the appointment to continue), members will have a further vote on the renewal of that Trustee’s appointment at the end of a three-year term.

Specifically this model would:

- Ensure the Trustees are able to build a group of individuals with the range of capabilities and experience needed to oversee a complex and multi-faceted group.
- Ensure direct accountability of all Trustees to members (Ordinary Members and Associate Members) who will be able to vote on each Trustee continuing in office once every three years.
- Bring fresh perspectives, expertise and challenge, and ensure the rigour of recruitment and appointment procedures, by strengthening the Nominations Committee with the appointment of two independent experts who will also be responsible for reporting to the Council of Trustees on the robustness of the appointment process.
- Mean there are no longer ‘elected Trustees’ and ‘co-opted Trustees’; all Trustees are appointed in the same way, reflecting that they have the same duties and responsibilities to the charity and UK consumers.



Number	Recommendation
27	Adopt the Member Approval model for Trustee appointments.
28	Strengthen the Nominations Committee with the appointment of two independent experts.

Council size

Given the extent of the changes being recommended overall, the Review is not recommending a change to the size of the Council of Trustees (currently 15). It will be for the Trustees to review how the changes proposed through the Review work in practice and to then decide whether change to the size of the Council of Trustees would further improve its effectiveness.

Adopt new maximum tenure limits for all Trustees to ensure the Council of Trustees can benefit from a regular turnover of fresh perspectives and new ideas

After consideration of a number of options, the Review's conclusion is to adopt a maximum period as a Trustee of nine years for all Trustees, with individual terms of three years each.⁸ This aligns with the Charity Governance Code and the Financial Reporting Council Corporate Governance Code which both suggest a maximum tenure limit of nine years.

In addition, the Review recommends having a mechanism to ensure that an individual can have their term extended in exceptional circumstances (for example, where a Chair and CEO may otherwise be leaving at the same time). Any such extension would need to be ratified by members at the next AGM and any further proposed extensions ratified annually thereafter. There would no longer be any 'right of return' after a gap in service, other than in exceptional circumstances with an annual member vote at the next AGM.

EXAMPLE OF TRUSTEE APPOINTMENT

- A Trustee appointed by the Council of Trustees in January 2021 will be subject to approval of the members at the 2021 AGM.
- If the appointment is approved by members, the Trustee will continue in office until the 2024 AGM.
- If the Trustee and the Council of Trustees (having considered the Nominations Committee's recommendation) wish the Trustee to continue, the renewal of their term will be subject to approval at the 2024 AGM.
- If the renewal is approved by members, the Trustee will continue for a further three years.
- If the Trustee and the Council of Trustees wish the Trustee to continue for a further term, the members must once again approve the vote at the 2027 AGM.
- If approved, the Trustee may serve their final term of three years. They will not be eligible to remain a Trustee or become a Trustee again at the end of that period (from the 2030 AGM) except in exceptional circumstances and only if their continued appointment is subject to an annual vote of members.

Number	Recommendation
29	Adopt a new maximum period of nine years for being a Trustee, removing the right for ex-Trustees to rejoin the Council of Trustees after a two-year break.
30	Provide for a Trustee to be able to stay on for more than nine years in exceptional circumstances, but only if members approve the continued appointment each year at the AGM after the nine-year limit has been reached.

⁸ Currently elected Trustees can serve a maximum of nine consecutive years and co-opted Trustees can serve a maximum of six consecutive years.

Transition to the Member Approval model and revised tenure principles

The Review has recognised that, to ensure smooth succession planning, the transition from the current process to the new model cannot be immediate. We have agreed the following principles to ensure that the process is transparent:

- The 2019 elections should continue unaffected and Trustees elected at the 2019 AGM serve their terms in the usual way.
- No Trustee should be in office for more than three years from the date of the 2019 AGM without their continuation as a Trustee being approved by the membership.
- Co-opted Trustees maximum aggregate tenure should move to nine years (currently six years).

Provide a more robust induction programme together with an ongoing training and development scheme to support Trustees

Induction into the roles and responsibilities of Trustees or (for the subsidiary commercial Board) non-executives, and supporting development of an understanding of important internal and external issues or legislative or regulatory changes will help to enable everyone to perform to their best ability. Therefore, we recommend continuing to develop a more comprehensive and consistent Trustee and non-executive induction experience. Such a scheme is particularly valuable where talented individuals have not had prior Trustee or non-executive experience. It should also be supplemented by regular training to enable all Trustees and non-executive directors to perform to the best of their ability.

Lastly, to ensure that Trustees are supported in developing their own skills and can use these to maximum effect, we recommend that feedback conversations and appraisals with the Chair of the relevant board (or in the case of the relevant Chair, with the Senior Independent Trustee or their equivalent) become a regular part of the Council of Trustees/subsidiary commercial Board culture.

Number	Recommendation
31	Continue to develop a more consistent and comprehensive Trustee and non-executive directors induction programme that covers the group's strategy, activities, risks and opportunities in light of the external environment and ensure a consistent understanding of the role that Trustees and the subsidiary commercial Board have to play.
32	Provide regular training for all Trustees and non-executive directors.
33	Introduce regular appraisal sessions for each Trustee and non-executive director.

CONCLUSION & NEXT STEPS

In this increasingly complex world, it is imperative that Which? keeps pace with the huge rate of change in the consumer landscape. The need for a consumer champion remains as strong as ever but Which? must continue to earn its place and ensure it remains relevant, easy to engage with and compelling. It must demonstrate why consumers, whatever their background, should take time to consult with, and contribute to, it.

The right governance framework is crucial to enabling an organisation to achieve its goals. For Which? that means a framework that provides expert and effective oversight, remains open agile and accountable, allows it to be representative of the diversity of contemporary Britain and makes the organisation easy to understand and easy to lead.

Our engagement with Trustees, members and other stakeholders has been vital to arriving at recommendations that achieve these aims. We have focussed on three key areas:

MEMBERSHIP RECOMMENDATIONS

Achieving greater accessibility, member participation and transparency in what Which? does and how it is run. This will build greater trust in Which?, help it broaden its appeal and achieve greater legitimacy with consumers, policy makers and businesses. Rights also need to be simplified so all members can engage equally in governance if they choose to do so. The Trustees need to determine how best to achieve this and members will need to vote to approve it.

GOVERNANCE FRAMEWORK RECOMMENDATIONS

The need to rearticulate the charity's purposes and values and the roles, responsibilities and decision-making frameworks and processes within the group. This will enable decisions to be taken in a values-aligned, risk-focussed and agile way. The Review is also recommending modernising and simplifying the Articles of Association to make them more accessible, less process-focussed and easier to read. The changes to the charity's purposes and Articles of Association require members' approval to be implemented.

EXCELLENT STEWARDSHIP RECOMMENDATIONS

Empowering Trustees to provide excellent stewardship of the charity for consumers tomorrow, as well as today. Trustees need to reflect the diversity of UK consumers and work together to provide expert and effective oversight of the complex range of activity undertaken by Which?. This requires comprehensive changes to the way Trustees are recruited, appointed and appraised, coupled with changes to the maximum periods of service to ensure a more regular injection of new ideas and external perspectives. We expect proposals on Trustee appointments and maximum periods of service to be brought to the 2019 Annual General Meeting for member approval.

NEXT STEPS

We are confident that the Review recommendations will help Which? deliver its mission to be the preeminent force driving positive impact for and with UK consumers. They make the organisation fit for the future by embracing and evolving membership model and by and better enabling the charity's Trustees to work together to provide expert and effective oversight. Through these changes, we are also helping to build a more diverse and open organisational culture.

We are pleased the Council of Trustees plan to make recommendations to implement key proposals of this Review at this year's Annual General Meeting on 23 November 2019. If you are a member, make sure you have your say by voting on the proposals. Members should expect to receive further details on the Annual General Meeting in October. We urge you to support our recommendations and help Which? continue to play a pivotal role on behalf of UK consumers.

We continue to welcome thoughts and contributions to the review process, please email your comments or questions to Govreview@which.co.uk

NOTES

TABLE OF FULL RECOMMENDATIONS

Recommendation

Implementation action

SECTION 1: VALUED MEMBERSHIP NETWORK

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|----------|---|--|
| 1 | Develop new channels for participation between members and the organisation, both on what Which? does and how it is run, building on its successful initiatives of the last 12 months. | Ongoing work by the Executive. |
| 2 | Develop better mechanisms for hearing from members about what they would like from Which? and what problems they face that Which? could address. | Ongoing work by the Executive. |
| 3 | Make information on how the organisation is run and how it is performing more engaging, transparent and accessible. | Ongoing work by the Executive. |
| 4 | All Which? members to be given the same rights of participation in governance, with the Council of Trustees to determine how best to achieve this change. | In principle approval by the Council of Trustees. Detail to be worked through and proposed to members in due course. |

SECTION 2: GOVERNANCE FRAMEWORK

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| 5 | Trustees to review and update the charity's purpose and charitable objects subject to approval at the AGM. | Approach approved by the Council of Trustees. Member resolution to be brought to the 2019 AGM. |
| 6 | Refresh the organisation's statement of values. | Already complete, as part of the 2019 Strategy Review. |
| 7 | Refine and re-articulate the roles and responsibilities of the Council of Trustees, the subsidiary commercial Board and the Executive | Approved by the Council of Trustees and being implemented. |
| 8 | Continue to maintain at least one Trustee as a director of the subsidiary commercial Board. | This is currently the case. No further action is required. |
| 9 | Adopt a new governance framework clearly framed to focus on delivery of the organisation's mission, values and strategy. | Approved by the Council of Trustees and being implemented. |
| 10 | Review the role, remit and membership of each committee in the context of the new strategy and adopt a new committee reporting structure whereby all committees (other than the Group Audit and Risk Committee) are appointed by, and report solely to, the Council of Trustees, not its subsidiaries. | Approved by the Council of Trustees and being implemented by the Executive. |
| 11 | Establish a Finance and Resources Committee to support the Trustees in scrutinising the budgets, business plans, proposed targets and expenditure for the charity and cross-group resourcing strategies. | Approved by the Council of Trustees and being implemented. |
| 12 | Expand the role of the Group Audit and Risk Committee to explicitly include assurance in relation to charitable activities. | Approved by the Council of Trustees and being implemented. |
| 13 | Strengthen the current Nominations Committee in line with Recommendation 28. | Approved by the Council of Trustees and being implemented. |
| 14 | Review the role and relevance of the Member Governance Committee alongside the development of proposals to broaden member participation and simplify member rights in relation to governance. | Review approved by the Council of Trustees. Timing being considered. |
| 15 | Review the decision-flows of the charity's main activities to clarify responsibilities and accountabilities of Trustees and the Executive, and enable a review of the roles of the current permanent sub-groups and working groups which sit outside the principal governance committee structure. | Work on decision-flows underway. |
| 16 | Align one of the two existing Deputy Chair roles to that of a Senior Independent Trustee, with responsibility for acting as an intermediary between the Chair and the other Trustees and gathering stakeholder feedback and reporting it back. In addition, clarify the responsibilities of any second Deputy Chair. | Deputy Chair role profiles being reviewed. |

17	Make more use of ad hoc ‘task and finish’ groups with a clear purpose and scope of authority and which are disbanded once that purpose has been fulfilled.	In principle approval given by the Council of Trustees.
18	Consider using external experts and advisors on committees where Trustees lack particular technical expertise to provide appropriate oversight and input.	In principle approval given by the Council of Trustees.
19	Undertake more regular reviews of the governance framework to ensure it continues to enable greatest focus on the areas of greatest risk for Which?	In principle approval by the Council of Trustees. Reviews being scheduled.
20	Modernise and simplify the Articles of Association. This includes updating or removing outmoded provisions from the Articles, such as the conflicts of interest and the Vice President provisions.	Approach approved by the Council of Trustees. Member resolution to implement to be brought to the 2019 or 2020 AGM.
21	Adopt a new intra-group agreement.	Approved by the Council of Trustees and being implemented.
22	Modernise terminology and use it to reinforce the structure of the group by referring to ‘Trustees’ rather than ‘Council members’ and ‘Council of Trustees’, and ‘subsidiary commercial Board’ rather than ‘Council’ and ‘Board’.	Approved by the Council of Trustees and being implemented.
23	Trustees, the subsidiary commercial Board and Executive to all invest more time in building an open and flexible culture across the organisation.	Approved by the Council of Trustees and being implemented.
24	Undertake annual board and governance effectiveness reviews, with a more wide-ranging review, externally facilitated, once every three years.	In principle approval given by the Council of Trustees.

SECTION 3: EXCELLENT STEWARDSHIP

25	Think broadly about the capabilities and experience needed by Trustees in order to build a diverse, dynamic and effective Council of Trustees.	Approved by the Council of Trustees and approach adopted for current appointments.
26	Continue to develop a more rigorous and transparent Trustee recruitment process that actively seeks to attract diverse Trustee candidates.	Approved by the Council of Trustees and being implemented.
27	Adopt the Member Approval model for Trustee appointments.	Approach approved by the Council of Trustees. Member resolution to implement to be brought to the 2019 AGM.
28	Strengthen the Nominations Committee with the appointment of two independent experts.	Approved by the Council of Trustees and being implemented.
29	Adopt a new maximum period of nine years for being a Trustee, removing the right for ex-Trustees to rejoin the Council of Trustees after a two-year break.	Approach approved by the Council of Trustees. Member resolution to implement to be brought to the 2019 AGM.
30	Provide for a Trustee to be able to stay on for more than nine years in exceptional circumstances, but only if members approve the continued appointment each year at the AGM after the nine-year limit has been reached.	Approach approved by the Council of Trustees. Member resolution to implement to be brought to the 2019 AGM.
31	Continue to develop a more consistent and comprehensive Trustee and non-executive directors induction programme that covers the organisation’s strategy, activities, risks and opportunities in light of the external environment and ensure a consistent understanding of the role that Trustees and the subsidiary commercial Board have to play.	Approved by the Council of Trustees and being implemented.
32	Provide regular training for all Trustees and non-executive directors.	Approved by the Council of Trustees and being implemented.
33	Introduce regular appraisal sessions for each Trustee and non-executive director.	Approved by the Council of Trustees and being implemented.

BIOGRAPHIES

The Review was undertaken on behalf of the charity by the Governance Review Committee (GRC). The GRC was led by Independent Chair, Dame Deirdre Hutton, DBE and supported by Julia Unwin, CBE as a second independent member of the GRC. Biographies of each of the members of the GRC appear below.

Dame Deirdre Hutton, DBE

Dame Deirdre has had a distinguished career in public service, having served on a number of public bodies, and has considerable knowledge and experience of corporate governance issues, risk-based regulation and consumer policy.

She became Chair of the Civil Aviation Authority in August 2009 and was previously Chair of the Food Standards Agency until July 2009. She has considerable experience of corporate governance, risk-based regulation and consumer policy. She is Honorary Vice-President of the Institute of Food Science and Technology, Honorary Vice-President of the Trading Standards Institute, a Non-Executive member of the HM Treasury Board and a Non-Executive Director on the board of Thames Water Utilities Ltd.

Until June 2008, she was Vice-Chair of the European Food Safety Authority Management Board and until 2007 Deputy Chair of the Financial Services Authority. During 2008, she was on the three-member panel that conducted an independent review of postal services for the Department for Business, Enterprise and Regulatory Reform. She previously chaired the National Consumer Council and the Scottish Consumer Council and held appointments at the Better Regulation Task Force, the Foresight Panel on the Food Chain and Crops for Industry, the Food Chain Centre and the Policy Commission on the Future of Farming and Food (the Curry Commission).

Julia Unwin, CBE

Julia has recently chaired the Civil Society Futures, a two-year review of the future of the voluntary sector in England and has served as a Charity Commissioner and as a Board member of the National Consumer Council.

Julia was Chief Executive of the Joseph Rowntree Foundation and the Joseph Rowntree Housing Trust from 2007 to 2016 during which time she developed the strategic direction of the organisations and modernised their internal governance and management. Prior to this, she was Deputy Chair of the Food Standards Agency.

Her current roles include:

- Board member of the Financial Reporting Council
- Non Executive Director of Yorkshire Water and Mears Group PLC
- Trustee of the Dartington Hall Trust

She was awarded an OBE in 2000 for services to the Housing Corporation and a CBE in 2016 for services to consumers

Tim Gardam, Chair of the Consumers' Association

Tim Gardam has been Chair of the Consumers' Association since November 2015. He is chief executive of the Nuffield Foundation (since September 2016), and prior to that was principal at St Anne's College, Oxford. Tim began his broadcasting career as a BBC trainee in 1977, going on to produce Newsnight, Timewatch and Panorama. He has held executive roles at Channel 5 and Channel 4 and was a non-executive member of the Ofcom Board and chairman of its Content Board until December 2015.

Judy Gibbons, Chair of the Which? Limited board

Judy Gibbons has been chair of the Which? Limited board since June 2017. She is a non-executive director on the boards of Michael Kors Holdings Limited and Hammerson, deputy chair of Somerset House Trust, a trustee of Nesta and The House of Illustration and an advisory board member and chair of Beyond Consultancy. She was previously a non-executive director of Virgin Money Giving, Guardian Media Group and Refresh Mobile AppsMe. Judy has more than 30 years' experience in digital technology as corporate vice-president at Microsoft and in leadership roles at Hewlett-Packard, Apple and Accel Partners. Judy joined the board in April 2017 and became chair in June.

Anabel Houtt, CEO

Anabel Houtt joined Which? as chief executive in October 2018, with experience spanning a range of sectors including retail, charity, consumer services and fintech. Prior to working at Which? Anabel spent more than 12 years working within the commercial sector, most notably as managing director of Services at Carphone Warehouse. She was also chief operating officer of Save the Children, where she delivered improved strategic focus, operational performance and financial growth.

Jennifer Oscroft, Deputy Chair

Jennifer Oscroft has been a Trustee since February 2011. She is a practising barrister with a masters in law. She is also a non-executive director of Fevore Group Limited, a group of companies providing leasing, consultancy, insurance and software services in the automobile industry. Jennifer has been an elected member of the Which? Council since February 2011. She was a Which? pension trustee until September 2013 and has been Deputy Chair of the Council since March 2013.

Anna Walker CB, Deputy chair

Anna Walker has been a Trustee since November 2013. She is on the board of Welsh Water, a non-executive director of the South London and Maudsley NHS Foundation Trust, chair of St George's Hospital Charity and a member of the Competition Appeal Tribunal. Previously, Anna was director of Women in Rail, chair of the Office of Rail and Road, and chief executive of the Healthcare Commission (the former regulatory body for the NHS and private sector healthcare). Anna became Deputy Chair in September 2017.

Donald Grant

Donald Grant has been a Trustee since January 2016. He is a chartered engineer and director (Estates) at the Houses of Parliament. He has more than 20 years of commercial and strategic experience and ran his own digital communications business. Donald has been involved in voluntary groups for many years, and is vice chair of the Glasgow Airport Users' Consultative Committee. He has been a STEM ambassador, promoting science, technology, engineering and maths to young people.

