

## Governance Review Implementation – table of full recommendations

Legend	COMPLETED
	BEING TAKEN FORWARD AS PART OF OUR THREE YEAR STRATEGY IMPLEMENTATION
	IN PROGRESS

	RECOMMENDATION	IMPLEMENTATION ACTION	STATUS
<b>SECTION 1: VALUED MEMBERSHIP NETWORK</b>			
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	We are regularly trying new ways to involve members in what Which? does and hear their views - see our Annual Report for how we are delivering on	In progress
2	Develop better mechanisms for hearing from members about what they would like from Which? and what problems they face that Which? could address	Which?'s three year strategy, launched last year	In progress
3	Make information on how the organisation is run and how it is performing more engaging, transparent and accessible	There is an ongoing programme of work in this area	In progress
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	The principle that we should aspire for all members to have the same right to participate in governance has been agreed by the Council of Trustees	To be considered further in the context of the different subscription options we want to offer members.
<b>SECTION 2: GOVERNANCE FRAMEWORK</b>			
5	Trustees to review and update the charity's purpose and charitable objects subject to approval at the AGM	Resolution approved at the AGM. Charitable objects updated	COMPLETED
6	Refresh the organisation's statement of values	Completed as part of the 2019 Strategy Review	COMPLETED
7	Refine and re-articulate the roles and responsibilities of the Council of Trustees, the subsidiary commercial Board and the Executive	Top level principles approved	COMPLETED
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	COMPLETED
9	Adopt a new governance framework clearly framed to focus on delivery of the organisation's mission, values and strategy	Top level principles approved and new, more detailed delegations framework being developed	In progress
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	A detailed review of committees, their inter-relationships and composition is underway and expected to be complete by the end of 2020	In progress

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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	The need for this committee and its possible scope is being considered as part of the action for Recommendation 10	In progress
12	Expand the role of the Group Audit and Risk Committee to explicitly include assurance in relation to charitable activities	This is being considered as part of the action for Recommendation 10	In progress
13	Strengthen the current Nominations Committee in line with Recommendation 28	Two independent members have been appointed to the Nomination Committee through an open and transparent recruitment process	COMPLETED
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	This is being considered as part of the action for Recommendation 10	In progress
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	This is being progressed as part of the action for Recommendations 7, 10 and 21	In progress
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 descriptions to be reviewed post-committee restructuring	In progress
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	The principle has been approved by the Council of Trustees and we are now using ad hoc 'task and finish' groups on a more regular basis, e.g. to support the Executive's work on Diversity & Inclusion	COMPLETED
18	Consider using external experts and advisors on committees where Trustees lack particular technical expertise to provide appropriate oversight and input	The principle has been approved by the Council of Trustees	COMPLETED
19	Undertake more regular review of the governance framework to ensure it continues to enable greatest focus on the areas of greatest risk for Which?	The principle has been approved by the Council of Trustees. Will form part of effectiveness reviews (recommendation 24)	In progress

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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	Resolution to adopt modernised and simplified Articles approved at AGM and in force	COMPLETED
21	Adopt a new intra-group agreement	This is being progressed as part of the action for Recommendation 7	In progress
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'	Revised terminology being used	COMPLETED
23	Trustees, the subsidiary commercial Board and Executive to all invest more time in building an open and flexible culture across the organisation	Actively reviewed in year and a number of changes made, including a number of joint Trustee/Board calls during the COVID-19 crisis and informal touchpoints. Relationships being monitored between the Chairs of the two bodies on a regular basis	COMPLETED
24	Undertake annual board and governance effectiveness reviews, with a more wide-ranging review, externally facilitated, once every three years	The principle has been approved by the Council of Trustees in Summer 2019. Chair-led Trustee and commercial subsidiary Board annual appraisals completed for financial year 19/20	In progress
<b>SECTION 3: EXCELLENT STEWARDSHIP</b>			
25	Think broadly about the capabilities and experience needed by Trustees in order to build a diverse, dynamic and effective Council of Trustees	Annual review of capabilities and experience reflected in the Nomination Committee terms of reference. The ability to add breadth of thinking in this area is a key aspect of the recruitment of independent members of the Nomination Committee. Effectiveness in this area to be self-assessed annually by the Committee	COMPLETED

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	RECOMMENDATION	IMPLEMENTATION ACTION	STATUS
26	Continue to develop a more rigorous and transparent Trustee recruitment process that actively seeks to attract diverse Trustee candidates	Improvements made in year with the use of diverse platforms such as Stonewall and will be an ongoing focus of the Nomination Committee	COMPLETED
27	Adopt the Member Approval model for Trustee appointments	Resolution adopting the Member Approved Model approved at 2019 AGM and to be used for the first time at the 2020 AGM	COMPLETED
28	Strengthen the Nominations Committee with the appointment of two independent experts	Two independent members have been appointed to the Nomination Committee through an open and transparent recruitment process	COMPLETED
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	Resolution approved at AGM	COMPLETED
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	Resolution approved at AGM	COMPLETED
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	New style of induction introduced for new Trustees and new subsidiary commercial Board directors this year based around the organisation's strategic objectives, activities, risks and opportunities and trustee duties and responsibilities, with positive feedback received on the quality of the induction process	COMPLETED

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32	Provide regular training for all Trustees and non-executive directors	In the last 12 months, training has been provided on Trustee duties, understanding our financials and understanding our approach to executive reward. Independent member recruitment panel also provided with diversity and inclusion training module. Training around our technology infrastructure being scheduled. The Corporate Governance team has responsibility for considering ongoing training needs with the Chairs of the Trustees and the subsidiary commercial Board on an ongoing basis	COMPLETED
33	Introduce regular appraisal sessions for each Trustee and non-executive director	Approved as a principle by the Council of Trustees in Summer 2019. Chair-led Trustee and commercial subsidiary Board annual appraisals completed for financial year 19/20	COMPLETED