



# D&AD Governance Policy



## **D&AD Governance Policy**

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### **Appendix 1 – Appointment Committee – Terms of Reference**



## 1 Introduction

- 1.1 D&AD is a registered charity (Charity Commission no. 305992) and registered in England and Wales as a company limited by guarantee (Companies House no. 883234).
- 1.2 This Governance Policy has been adopted by the Board of Trustees of D&AD (**Board**) in accordance with the powers granted to the Trustees under Article 37 of D&AD's Articles of Association (**Articles**) to set reasonable and proper rules or bye laws as they deem necessary or expedient for the proper conduct and management of D&AD. Accordingly, this Governance Policy's primary purpose is to set out in more detail the governance procedures of D&AD, and the roles, responsibilities and operating processes of various bodies and offices within its structure.
- 1.3 This Governance Policy is complementary to the Articles and is not intended to undermine or supersede the Articles. A reference in this document to an "Article" is a reference to the relevant section of the Articles, and a reference to a "paragraph" is a reference to the relevant paragraph of this Governance Policy. In the event of any conflict between the contents of this Governance Policy and the Articles, unless expressly stated otherwise, the Articles take precedence. Any changes to the Articles will, as appropriate, be reflected in the content of this Governance Policy.
- 1.4 The Board recognises that the Articles and this Governance Policy are not able to deal with every eventuality that an ever-developing and changing body such as D&AD may face. Where a particular set of circumstances is not accounted for in the Articles or in this Governance Policy, the Board, its Committees and senior management team will use the principles set out here and in the Articles to help inform their decisions and the way they act.
- 1.5 The Board has a duty to ensure that the Governance Policy is reflective of current D&AD practices, is kept up to date, and is formed within the scope of the powers granted to them under Article 37. Under Article 37.3, any changes to the policies embodied in this Governance Policy must be approved by at least three-quarters of the Trustees present at a meeting of the Trustees.

## 2 Charitable objects

As a charity, D&AD exists to pursue charitable purposes for the benefit of the public. Those purposes are embodied in D&AD's charitable objects which, as set out at Article 4, are:

*"To advance the education of the community by encouraging the understanding, appreciation and commission of good design and advertising in communications media of all kinds by providing, presenting, organising and managing exhibitions, publications, tours of various British and foreign cities, classes, lecturers, seminars, tutorials and other educational activities."*

## 3 Mission

D&AD's mission is a concise statement, set and maintained by the Board (with input from the Advisory Council), which, along with the charitable objects, helps to shape and inform D&AD's long-term strategic direction, and to assist everyone involved with D&AD in ensuring that every project or initiative undertaken is in support of D&AD's objects and mission:



*“D&AD exists to inspire, stimulate, educate and nourish the creative community; to work towards a fairer, more diverse, better gender-balanced industry future; and to promote the power of creative excellence as a force for good in the world – creating better commercial, social, cultural and environmental outcomes for everyone.”*

#### **4 Governance structure**

- 4.1 The Board of Trustees is the key decision-making body in D&AD. The Board’s responsibilities (set out in more detail at paragraph 5) include: strategic direction, corporate governance, key operational decisions, and scrutiny of D&AD’s senior management team.
- 4.2 The Board has the power (under Article 26) to delegate its powers to committees. Such powers are delegated in accordance with Board-approved terms of reference. At present, the Appointment Committee is the only committee to which the Board has delegated its powers (the roles and responsibilities of the Appointment Committee are set out in more detail at paragraph 9 and in the Appointment Committee Terms of Reference at Appendix 1).
- 4.3 The Trustees of D&AD perform several roles simultaneously – they are its charity trustees, its directors and its members, as explained further below:

<b>Capacity of Trustees</b>	<b>Explanation</b>
(a) Charity trustees	The Trustees are D&AD’s charity trustees, and as such have a duty to act at all times in accordance with charity law, and the guidelines set out by the Charity Commission.
(b) Directors	From a company law perspective, the Trustees are D&AD’s directors, and as such are also subject to all legal requirements that generally apply to company directors (e.g. under the Companies Act 2006, or other applicable laws).
(c) Members	From a constitutional perspective, the Trustees are also D&AD’s members. Where a decision is reserved by law (or the Articles) to the members of D&AD, that decision is to be made by the Trustees in their capacity as members (e.g. by voting at a meeting of the members). Although D&AD’s broader “membership” base (i.e. its base of subscribers and industry bodies whose interests it represents) are not its “members” in a constitutional sense, the Board must always act in furtherance of D&AD’s objects, mission and in accordance with their duties as Trustees, and in doing so in the best interests of the broader “membership” base of D&AD as a whole.

- 4.4 D&AD also has an appointed President, Deputy President, Chair and Chief Executive – see the sections that follow for details on their roles and responsibilities.

#### **5 Role of the Board of Trustees**

- 5.1 The Board of Trustees has a broad range of responsibilities. Those include:



- Developing D&AD's overall strategic direction, and ensuring that every aspect of the strategy supports D&AD's charitable objects and mission.
- Approving programmes, plans and budgets for executing the strategy.
- Monitoring D&AD's finances and approving annual accounts and financial plans.
- Ensuring good governance across the organisation and agreeing changes to the Articles and Governance Policy.
- Appointing Trustees to the Board, as well as selecting the President and Deputy President.
- Recruiting and appointing the key D&AD officers - the Chair and Chief Executive - and agreeing their role and remuneration.
- Scrutinising and holding to account the Chief Executive and the senior management team.
- Dealing with operational issues and making decisions on key matters put to them by the Chief Executive and the senior management team.

5.2 The Board meets on a monthly basis, and no less than ten times in each year (although the Chair has discretion to coordinate the timing and frequency of meetings, taking into account availability and timing constraints).

5.3 The Board meets and takes decisions in accordance with Article 25, i.e. on a majority vote basis (unless otherwise specified in the Articles or this Governance Policy), provided a quorum is present at the relevant Board meeting. Under Article 25.7, the quorum is three-quarters of the Trustees at the time, or if there are exceptional circumstances such lower number as the Chair shall in their absolute discretion deem necessary

5.4 Each Trustee has a duty to declare any potential conflict of interest, in accordance with the requirements and procedures set out at Article 8.

## **6 Composition of the Board of Trustees**

6.1 The Board of Trustees is made up of nine or ten individuals (unless very exceptional circumstances apply), and at any given time shall be comprised of:

- (a) six Trustees who are D&AD "members" (NB: in a broader "D&AD membership" sense, rather than a constitutional sense) and have previously received a D&AD Professional Award (known as a D&AD Pencil) (**Awarded Trustees**);
- (b) two or three Trustees who have not received a D&AD Professional Award, but have professional skills or experience which serve to benefit the Board, and D&AD as a whole (**Professional Trustees**); and
- (c) one Trustee who has experience of training and professional development or working in higher education (**Education Trustee**).



6.2 As Awarded Trustees are taken from the various industries sectors that D&AD represents, a key consideration for the Board when appointing Awarded Trustees is to ensure that the overall composition of the Board supports D&AD's objects and mission, and fairly represents the full breadth of the design, advertising, communication and other relevant creative industries. In particular, the Trustees shall at all times be mindful, and the Chair shall have responsibility for ensuring, that the Board's composition must:

- (a) maintain a fair balance between the different industries and sectors that D&AD represents and, importantly, that it must always represent an overall balance between the advertising and design industries;
- (b) adequately reflect the changing technological, organisational and cultural landscape of those industries and sectors; and
- (c) create a pool of Awarded Trustees who are able and willing to take on the role of Deputy President and President in future years.

## **7 Trustee term and eligibility**

7.1 Trustees are appointed in accordance with Article 21. The standard term of appointment for a Trustee is three years.

7.2 Notwithstanding paragraph 7.1, a Trustee's term may be extended beyond three years:

- (a) if a resolution is passed by not less than three-quarters of the Trustees present at a meeting of the Board that it would be in the best interests of D&AD for a particular Professional Trustee or Education Trustee to continue to serve beyond that period; or
- (b) if a Trustee becomes President or Deputy President, in which case the Trustee's term may be automatically extended beyond three years, to the extent necessary for that Trustee to serve his or her full term of office as President or Deputy President.

7.3 Trustees may serve a maximum of three terms.

7.4 Trustee may not serve terms consecutively. If a Trustee has retired at a September meeting of the Board, then they may not immediately be re-appointed during that same meeting; however, subject to the three-term limit, they may be eligible to be re-appointed at the next September meeting of the Board.

7.5 Notwithstanding paragraphs 7.1 and 7.4, if the Board considers that it would be in the best interests of D&AD, it has discretion to re-appoint a recently-retired Trustee prior to the next September meeting of the Board, and/or to appoint a Trustee for a fixed term shorter than three years (such term to be determined at the time of the Trustee's appointment). For example, this could be because a Trustee has had to step down midway through their term, and the Board decides that: (a) a previous Trustee should "step in", even if within a year of their retirement following an earlier term; and/or (b) that an incoming Trustee should be appointed for a term of less than three years in order that their term will lapse to align with the usual cycle of retirements and appointments taking place at the annual September meeting of the Board (as set out at paragraph 8). By way of further example, a situation could arise where the Board considers it in D&AD's best interests to appoint a Professional Trustee for a



shorter term than three years, as that Trustee has particular skills that are required for a specific length of time.

- 7.6 Trustees who have served as President or Deputy President are not eligible to be re-appointed as Awarded Trustees.

## **8 Appointment and retirement of Trustees**

- 8.1 Trustee appointments and retirements take place on an annual basis during the September meeting of the Board. Trustees may, however, be appointed at any time if the Board determines that it is D&AD's best interests to do so.
- 8.2 At the September meeting, new appointments for any Trustee vacancies are recommended to the Board by the Appointment Committee, in accordance with the Appointment Committee's Terms of Reference. The Board may then decide to appoint any new Trustees by a majority vote (in accordance with Article 21).
- 8.3 Immediately following the appointment of new Trustees, those Trustees who have served their full appointed term (or those whose term would come to an end before the next scheduled meeting of the Board) shall retire from their office of Trustee. For the avoidance of doubt, those "outgoing" Trustees are entitled to vote on the appointment of incoming Trustees, though they shall retire immediately afterwards and not be entitled to vote on any further decisions during the meeting.
- 8.4 The circumstances and processes by which Trustees may be removed from office (and/or disqualified as directors) are set out in Article 23.

## **9 Appointment Committee**

- 9.1 The Terms of Reference (at Appendix 1) set out the members of the Appointment Committee and the powers that the Board has delegated to it.
- 9.2 The key role of the Appointment Committee is to recommend to the Board appointees for the positions of Trustee, Chief Executive and Chair (as and when those positions are vacated, or are due to be vacated). The Appointment Committee also represents D&AD in searching for candidates, inviting candidate applications, developing shortlists and interviewing candidates for roles.
- 9.3 If a member of the Appointment Committee has a conflict of interest in relation to a particular appointment (for example, an incumbent Chair or Chief Executive would be deemed to have a conflict of interest in relation to the appointment of potential successors to their roles) then they shall step down from the Appointment Committee for all matters relating to that appointment (in accordance with the Terms of Reference).
- 9.4 The Appointment Committee is also responsible for scrutinising potential appointees to the D&AD Advisory Board (described further at paragraph 18 below), and for providing recommendations for appointments to the Advisory Board.
- 9.5 The Appointment Committee has no power to make appointments itself – all appointments are made by the Board. If the Board, in its discretion, and for whatever reason, rejects a



recommendation of the Appointment Committee, then the Committee shall reconvene to provide any further information requested by the Board in respect of a candidate, or to provide a new recommendation.

- 9.6 The Appointment Committee shall report to and update the Board during each meeting of the Board.

## **10 President**

- 10.1 The D&AD President is also a Trustee, and has broad responsibilities including performing the role of D&AD's senior public figurehead and representing its interests throughout the public domain.

- 10.2 The D&AD President is appointed in accordance with Article 28.

- 10.3 The President serves for a term of office of 12 months; however; only in very exceptional circumstances, the Board may, if a resolution is passed by not less than three-quarters of the Trustees present at a meeting of the Board, set a different term length, or extend the President's term for a further fixed period, if it considers it would be in the best interests of D&AD to do so (e.g. if the circumstances described in paragraph 10.6(a) arise, or if there is not currently a Deputy President in place).

- 10.4 At the September meeting of the Board, following the appointment and retirement of Trustees, if the President has completed his or her term of office (or if that term would come to an end before the next scheduled meeting of the Board), then the Chair shall preside over the following events (unless exceptional circumstances mean that these steps are not possible or not appropriate):

- (a) the retirement of the President from that office, as well as from his or her position as a Trustee; and
- (b) the automatic ascension of the Deputy President to the role of President to begin his or her 12-month term of office (and in doing so, the automatic retirement of that individual from the office of Deputy President).

- 10.5 If the President, for whatever reason, retires from their office midway through the Presidential term, then the Deputy President will automatically become President. If there is no Deputy President at the time when the President retires from office, then the Board shall choose one of the Awarded Trustees amongst their number to perform the role of acting President until a Deputy President has been chosen, at which time the Deputy President shall immediately take over as President.

- 10.6 If a Deputy President ascends to President at a time other than at an September meeting (e.g. in the circumstances described in paragraph 10.5), then the Chair will submit recommendations to the Board, for their approval, on the following matters (taking into account the best interests of D&AD and all the relevant circumstances including, for example, the length of time until the next September meeting of the Board):

- (a) the length of term for the new Presidency (unless there are exceptional circumstances, the remainder of the Presidential Term shall be set so as to naturally





end in and around the time of an annual September meeting of the Board (whether that be the September meeting immediately following the start of the new Presidency, or the September meeting following that) so as to bring the new President's term into alignment with the September meeting cycle); and

- (b) whether the process of filling the vacant Deputy President position should commence immediately (through the appointment process described at paragraph 12), or if that appointment should be scheduled to take place at the next September meeting of the Board (i.e. on the usual cycle of Deputy President appointments).

## **11 Eligibility for Deputy President**

11.1 Eligibility for appointment as Deputy President is determined as follows:

- (a) only Awarded Trustees may be eligible to become Deputy President;
- (b) an Awarded Trustee serving their first term may be eligible to be appointed as Deputy President if they have served two years as a Trustee, but may also be eligible to become Deputy President during the first two years of their first term if the Chair determines that it is in the best interests of D&AD for them to be eligible for appointment;
- (c) an Awarded Trustee serving their second or third term may be eligible to be appointed as Deputy President at any time, including immediately following their appointment as a Trustee; and
- (d) the Board, in conjunction with the Chair, must be mindful of maintaining a fair and meaningful circulation of the role of Deputy President (and thus President) between the industries and sectors D&AD represents. As such, it is unlikely (other than in very exceptional circumstances) that the position of Deputy President (and thus President) will come from the same industry in consecutive years. The Board recognises, however, that the landscape of the design, advertising, communication and creative industries is continually evolving, and the Board shall always give due consideration to the specific characteristics of a potential candidate for Deputy Presidency when considering if their appointment would fulfil D&AD's responsibility to fairly and meaningfully circulate appointees (particularly between the design and advertising industries).

## **12 Appointment as Deputy President**

- 12.1 The Deputy President serves for a term of office of 12 months; however; in exceptional circumstances, the Board may set a different term length, or extend the Deputy President's term for a further fixed period, if a resolution is passed by not less than three-quarters of the Trustees present at a meeting of the Board that it would be in the best interests of D&AD to do so (e.g. if the circumstances described in paragraph 10.6(b) arise).
- 12.2 A new Deputy President is appointed by a decision of the Board following the September meeting of the Board. If the Deputy President, for whatever reason, retires from their office midway through the Deputy Presidential term, a new Deputy President may be appointed at



any time if the Board considers it in D&AD's best interests to do so (but always in accordance with the procedure set out in this paragraph 12).

- 12.3 Following the September meeting of the Board, the Chair shall provide (or ascertain) the names of those Awarded Trustees who have declared their willingness and eligibility to be appointed as Deputy President. If there is a dispute as to eligibility, or any other specific objection raised by one or more Trustees, then the Chair shall have ultimate discretion to determine those Awarded Trustees who shall be considered for appointment as Deputy President (having given due consideration to the criteria for eligibility set out at paragraph 11, and his or her duty to act in the best interests of D&AD).
- 12.4 If, following the process set out at paragraph 12.3, there is only one candidate to be considered for appointment as Deputy President, then that candidate is immediately appointed as Deputy President.
- 12.5 If there are two or more candidates to be considered for appointment as Deputy President, then a ballot of the Trustees will be conducted at the next meeting of the Board, managed by the Secretary in accordance with the following process:
- (a) Candidates for appointment shall not be entitled to vote in the ballot at any time.
  - (b) If there are more than two candidates, then there shall be successive ballot rounds during which the candidate with the fewest number of votes is eliminated from the following round of the ballot. In the event multiple candidates have equal fewest votes, the Chairman shall have discretion to determine which of the tied candidates drops out of the next round of the ballot.
  - (c) If there are only two candidates in any round of the ballot:
    - (i) and one of those candidates receives a majority of the votes, then that candidate is immediately appointed as Deputy President; or
    - (ii) if the result of the ballot is a tie, then the Chair shall cast a deciding vote as to which candidate is appointed Deputy President, taking effect immediately following the Chair's vote.
  - (d) For the avoidance of doubt, when the Chair is required to exercise his or her discretion or casting vote during the ballot process, he or she shall always do so in good faith, acting in the best interests of D&AD and bearing in mind all the relevant circumstances, including, but not limited to, the relative experience, skill and profile of the candidates.
- 12.6 Nothing shall prevent a candidate who stands for appointment as Deputy President, but who fails to be appointed, from standing for appointment as Deputy President again during any future appointment process for which they are eligible.

### **13 Vacation of the office of President or Deputy President**

The President or Deputy President shall vacate their respective offices in accordance with the provisions of Article 30.



## **14 Role of the Chair**

- 14.1 The Chair has a broad range of responsibilities, including:
- (a) Presiding over meetings of the Board, general meetings of the members (as described at paragraph 4.3(c)), and meetings of the Advisory Board.
  - (b) Liaising with the Chief Executive and senior management team to develop the agenda for meetings of the Board and the presentation of issues for the Board's attention.
  - (c) Attending the Appointment Committee, if so permitted by the Appointment Committee Terms of Reference from time to time.
  - (d) Exercising the various discretionary powers granted to him or her to assist in the good governance of D&AD in accordance with this document and the Articles.
- 14.2 The Chair is not a Trustee of D&AD. Accordingly, the Chair is not entitled to vote at (or be counted in the quorum at) a meeting of the Board or the members unless he or she is specifically accorded a vote or other discretionary power in accordance with this document or the Articles.

## **15 Appointment of the Chair, term of appointment and vacation of office**

- 15.1 Potential appointments for the position of Chair are recommended to the Board by the Appointment Committee, along with details of the Chair's role, responsibilities, contract of employment/engagement and remuneration package (in accordance with the Appointment Committee's Terms of Reference). The Board may then decide to appoint the Chair by a resolution passed by not less than three-quarters of the Trustees present at a meeting of the Board.
- 15.2 The Chair may be appointed for a term determined by the Board not exceeding three years. The Chair may be re-appointed for additional terms, each not exceeding three years, as the Board considers is in the best interests of D&AD.
- 15.3 The Chair shall vacate his or her office:
- (a) if a resolution is passed by not less than three-quarters of the Trustees present at a meeting of the Board that it would be in the best interests of the Charity that their office be vacated;
  - (b) if he or she retires by giving one month's notice in writing of such intention to the Trustees; or
  - (c) if his or her term of office has ended (unless exceptional circumstances apply and the Trustees deem that it would be in the best interests of the Charity for the term to continue).

## **16 Role of the Chief Executive**

- 16.1 The Chief Executive has a broad range of executive responsibilities, including:



- (a) Attending meetings of the Board, meetings of the members of D&AD, and meetings of the Advisory Board.
- (b) Liaising with the Chair and senior management team to develop the agenda for meetings of the Board and personally presenting issues for the Board's attention.
- (c) Attending the Appointment Committee, if so permitted by the Appointment Committee Terms of Reference from time to time.

16.2 The Chief Executive is not a Trustee of D&AD. Accordingly, the Chief Executive is not entitled to vote at (or be counted in the quorum at) meetings of the Board or the members (but is entitled to attend those meetings).

## **17 Appointment of the Chief Executive and vacation of office**

17.1 Potential appointments for the position of Chief Executive are recommended to the Board by the Appointment Committee, along with details of the Chief Executive's role, responsibilities, contract of employment and remuneration package (in accordance with the Appointment Committee's Terms of Reference). The Board may then decide to appoint the Chief Executive by a resolution passed by not less than three-quarters of the Trustees present at a meeting of the Board.

17.2 The Trustees, by a resolution of not less than three-quarters of the Trustees present at a meeting of the Board, may terminate the appointment of the Chief Executive if he or she commits any act in breach of his or her contract or otherwise notwithstanding anything in any contract between the Charity and Chief Executive but without prejudice to any claims the Chief Executive may have against the Charity.

## **18 D&AD Advisory Board**

18.1 The Advisory Board is an international group comprised of around 15-20 senior industry figures, practitioners and executives from across the globe, as well as D&AD's President, Chief Executive, and Chief Operational Officer.

18.2 The Advisory Board generally convenes twice a year and is presided over by the D&AD Chair. The Advisory Board's role is to:

- (a) Share the benefits of their expertise, experience, wisdom, and other input valuable to future development of D&AD's profile and its international impact.
- (b) Provide insight on particular issues of the day which are fundamental to D&AD's mission and objects.
- (c) Offer a wide view of the changing technological, organisational and cultural landscape of the industries and sectors that D&AD represents.
- (d) Help to shape and re-affirm D&AD's mission.
- (e) Influence, guide and support D&AD's funding initiatives and engagement programmes.



- 18.3 Members of the Advisory Board are appointed by a decision of the D&AD Board, following assessment and consideration by the Appointment Committee.



## **Appendix 1 – Appointment Committee – Terms of Reference**

### **1 Key responsibilities**

- 1.1 Oversees succession planning.
- 1.2 Makes recommendations to the Board on the appointment of:
  - Trustees
  - Chair
  - Chief Executive
  - Advisory Board Members
- 1.3 Pro-actively searches and advertises for candidates, develops shortlists and interviews candidates for roles.
- 1.4 Makes recommendations to the Board on the appointment of Trustees to committees including, for example, the Appointment Committee itself (e.g. if a sitting member of the Appointment Committee is conflicted regarding a particular appointment).
- 1.5 Champions inclusion and diversity.
- 1.6 Acts in accordance with the Governance Policy and the Articles.

### **2 Membership**

- 2.1 The Committee is comprised of the D&AD President, Chair and Chief Executive.
- 2.2 Additional Board members, or other non-Board member individuals, may be added to the Committee as approved by the Board from time to time (e.g. if the Board deem that further input is necessary or appropriate regarding a particular appointment).

### **3 Specific Procedures**

- 3.1 Members of the Appointment Committee have a duty to immediately declare conflicts of interest (including with regard to their own re-appointment, or the appointment of their successors), and shall not participate in matters for which they have such a conflict.
- 3.2 The Committee reports on its activities at each meeting of the Board.
- 3.3 Unless there are exceptional circumstances, the Appointment Committee shall provide their recommendations for new Trustee appointments (to take effect at the September meeting of the Board), no later than at the preceding July meeting of the Board.