BIOS British and Irish Orthoptic Society

Resolution: Special Appointment of Chair Designate as Trustee with Voting Rights

Proposed Special Resolution

That the members of the Society approve, on this occasion and in any future comparable circumstance where a sitting Vice Chair or existing Trustee is appointed as Chair Designate, that the appointed Chair Designate shall, for the duration of their 12-month term in the role, also be appointed as a Trustee of the Society with full voting rights, in order to maintain continuity of governance, leadership, and Board representation during the transition period.

Rationale

Current BIOS practice is that, in the 12 months prior to a new Chair taking office, the individual is appointed Chair Designate to shadow the current Chair and attend Trustee meetings as a non-voting observer. The role of Chair Designate is intended to provide continuity, effective succession planning, and a smooth transition into the position of Chair.

On this occasion, the incoming Chair Designate is the sitting Vice Chair, with two years of experience in that role and significant experience working closely with the current Chair. Under current BIOS practice, the Vice Chair would be required to step down from their existing Trustee position upon becoming Chair Designate and therefore cease to be a Trustee of the Society for a period of 12 months until formally taking office as Chair at the AGM in 2027.

Granting Trustee status with voting rights to the Chair Designate during this transition period will:

- Enable the Chair Designate to participate fully in Board deliberations and decision-making, utilising the knowledge and experience gained during their tenure as Vice Chair;
- Avoid the requirement to remove the incumbent Vice Chair from the Board of Trustees and the Charity Commission register during the 12-month transition period;

- Ensure the Chair Designate gains the necessary governance experience prior to assuming the role of Chair;
- Maintain leadership continuity and organisational stability;
- Align responsibilities with accountability during the designation period; and
- Establish a clear governance mechanism that may be applied in future where a sitting Vice Chair or Trustee becomes Chair Designate, ensuring continuity of Trustee responsibilities and Board membership during succession transitions.

The Memorandum and Articles of Association outline that the Trustees shall comprise not fewer than ten persons; therefore, this resolution is not out with the current agreed Board arrangements.

Effective Period

This appointment shall apply only for the defined 12-month term of the current Chair Designate. Upon completion of this term, Trustee status for this position shall cease and the Board of Trustees shall revert to those listed in the current Governance Manual, unless a future equivalent resolution is enacted under comparable circumstances.