

**WWF-UK**

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**WWF-UK GOVERNANCE: BOARD OF TRUSTEES AND THE SUB-COMMITTEES**

WWF-UK is a charity registered in England and Wales and in Scotland. The Board of Trustees is legally responsible for all the activities that the organisation undertakes. WWF-UK is subject to the provisions of the Charities Acts, and like many other charities in the UK is also a company limited by guarantee, and so WWF-UK also complies with the requirements of the Companies Acts 1985 and 2006.

The governing body of WWF-UK is the Board of Trustees, which meets approximately four times a year. The Trustees are all unpaid volunteers who are responsible for ensuring that WWF-UK abides by its charitable aims and works within the law and to ensure that WWF-UK delivers its mission effectively by overseeing the overall policies and objectives of WWF-UK and ensuring that the work of the organisation is monitored and evaluated effectively. Trustees are entitled to claim expenses in relation to their duties.

There may be a maximum of fifteen Trustees at any one time, who are appointed for a three-year term, with the possibility of re-appointment for a second term of three years. After serving two consecutive terms of three years, Trustees must stand down for a period of at least one year before they are eligible for re-appointment. The Board is led by the Chair of Trustees, and one Trustee is also appointed as Treasurer. The Chair of the Board is also ex officio a Member of the Board of WWF International.

**FINANCE AND BUSINESS COMMITTEE**

The Finance and Business Committee makes recommendations to the Board to ensure that the finances and assets of WWF-UK are effectively managed. The Finance and Business Committee is made up of the Chair of the Board of Trustees, the Treasurer and up to five other members nominated by the Board. The Finance and Business Committee meets four times a year.

**PROGRAMME COMMITTEE**

The Programme Committee makes recommendations to the Board to ensure that the programmes of WWF-UK are effectively managed. The Programme Committee is made up of at least four Trustee members from the Board, and additional non-trustee members nominated by the Board. The Programme Committee meets four times a year.

**INVESTMENT SUB-COMMITTEE**

The Investment Subcommittee keeps under review the investment criteria of WWF-UK's investment portfolio to ensure that it achieves satisfactory returns whilst complying with the ethical and environmental guidelines established by the Board.



President: His Royal Highness,  
The Prince of Wales KG, KT, GCB, OM  
Chair: Sir Andrew Cahn KCMG  
Chief Executive: David Nussbaum

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The remit of the Investment sub-Committee also includes Pensions: to keep under review pensions arrangements for WWF-UK staff with a view to providing access to a third party pension scheme which fully takes into account changing pensions legislation and the need to secure adequate levels of benefit on retirement. This also includes monitoring the performance of the consultants managing the scheme and recommending any changes to the arrangements.

## **AUDIT COMMITTEE**

The Audit Committee explores significant risks to the organisation and evaluates the steps taken to minimise these risks; considers and reviews the adequacy of WWF-UK's systems of internal control; and considers and evaluates the work of the internal and external auditors. The Chair of the Committee is appointed by the Board of Trustees and will normally be a Trustee of WWF-UK. The Audit Committee meets four times a year.

## **NOMINATIONS & REMUNERATION COMMITTEE (AKA NOMINATIONS COMMITTEE)**

When a vacancy arises in the Board, a Nominations Committee consisting of the Chair of the Board, the Treasurer, and up to two other trustees meets to consider new candidates to recommend to the Board for approval. They examine a matrix showing the current skills and experience of the Board, and suggest candidates who would best complement the current profile. The recommendations of the Nominations Committee are taken to the Board for a decision.

The Committee also determines the salary of the Chief Executive in the light of performance against objectives and any other relevant factors; and reviews the salaries of the WWF-UK Executive Group.

## **EXECUTIVE GROUP**

Executive Group (EG) is chaired by the Chief Executive (David Nussbaum) and includes the Executive Directors of Communications & Fundraising, Operations and Global Programmes. EG manages the day to day operations of WWF-UK.