

# Strategic Update

## Governance Structure

April 2026



### Priority Objective:

To ensure that the governance structure, which drives the overall direction, effectiveness, supervision and accountability of the Society, is ‘fit for purpose and fit for the future’.

This priority focuses on how the Society’s trustee function is delivered within its overall governing structure, particularly in decision-making and planning for the future.

As a charity, the Society’s core ambition is to deliver its [Mission](#) in a way that is:

- Effective and ethical.
- Transparent and accountable.
- Compliant with legal requirements and best practices.

### What work has been done to date on this priority?

During Spring 2025, the Society established a Governance Steering Group (GSG) comprising eight members of Council and the CEO to review how the Charity is currently governed and to make recommendations to Council.

The GSG was tasked with then presenting its findings to the Society’s Council.

### What is the Society’s current governance structure?

The current structure of the RUAS can be found [here](#).

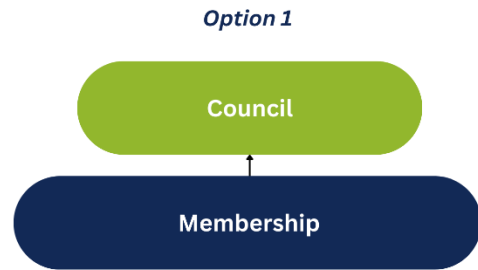
### What did the GSG find in their review of the Society’s current governance structure?

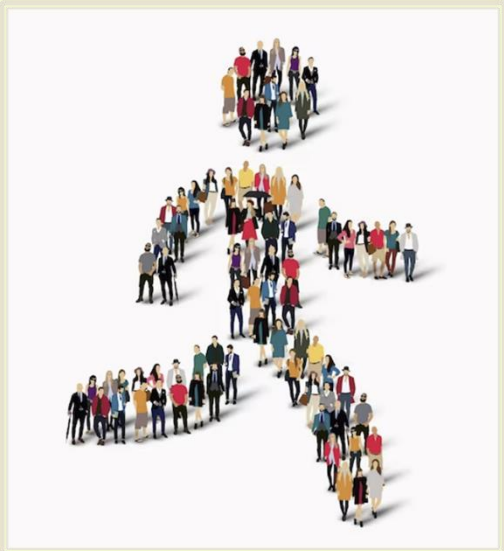
Having obtained legal advice, the GSG evaluated four options and engaged with other agricultural organisations and charities to obtain their learnings.

**1. Maintain the current governance structure and Scheme**

Currently, the RUAS Council, as a body corporate, acts as the Society's Trustee and holds collective responsibility and authority for the decisions of the Society.

At present the Council consist of over 100 individuals legally authorised to act as one. The membership of the Society elects members on to Council.

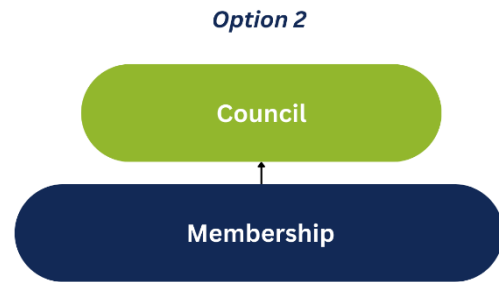


Advantages	Disadvantages
<ul style="list-style-type: none"> <li>- Remaining with the current structure is the least disruptive option.</li> </ul> 	<ul style="list-style-type: none"> <li>- The Charity Commission advises charities to have named individuals as trustees instead of a body corporate for transparency and accountability reasons.</li> <li>- The current Society structure does not reflect modern legal requirements.</li> <li>- The current Society structure is ineligible to apply for funding/grants.</li> <li>- Often large groups/boards lead to slow decision making and diminished efficiency.</li> <li>- Council has delegated important decision-making authority to the Society's Finance Committee. The Finance Committee is provided with the detailed information necessary to make these critical decisions. However, all Council members are equally responsible and liable for the outcomes of any decisions made.</li> </ul>

Conclusion – The GSG and Council have determined this is not an option going forward.

**2. Retain the current governance structure and amend the Scheme**

The Scheme, which is known as the Society’s governing document, could be amended to reflect modern language and current charity legislation.

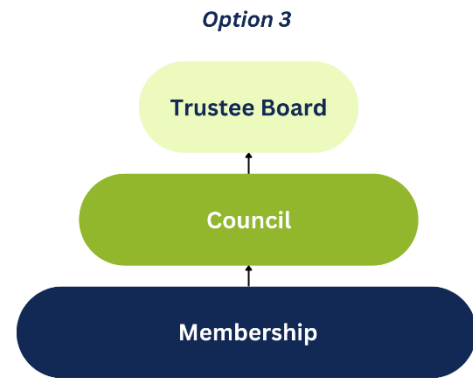


Advantage	Disadvantages
<ul style="list-style-type: none"> <li>- Remaining with the current structure but with suitable language and reference amendments would mean minimal changes for those involved in the current governance structure.</li> </ul>	<ul style="list-style-type: none"> <li>- Amending the Scheme would prove costly and cumbersome for the Society.</li> <li>- A similar review would be required every 5 years.</li> <li>- The core issue of the Council acting as a corporate Trustee with over 100 members still applies.</li> </ul>

Conclusion – The GSG and Council have determined this is not an option going forward.

### 3. **Remodel into a three-tier governance structure**

This option would comprise the Society’s membership electing members on to Council. Council would then appoint a Board of Trustees which would be responsible for carrying out the Trustee role for the Society.



Advantages	Disadvantages
<ul style="list-style-type: none"> <li>- Enables engagement and brings specific skill sets together.</li> <li>- Retains prestige of a long-established Society.</li> <li>- Removes the Trustee role from Council and improves the efficiency of decision-making.</li> </ul>	<ul style="list-style-type: none"> <li>- This option results in personal liability being borne by several individual Trustees for the decisions of the entire Society.</li> <li>- Implementation of this revised structure could take as long as 18-24 months.</li> </ul>

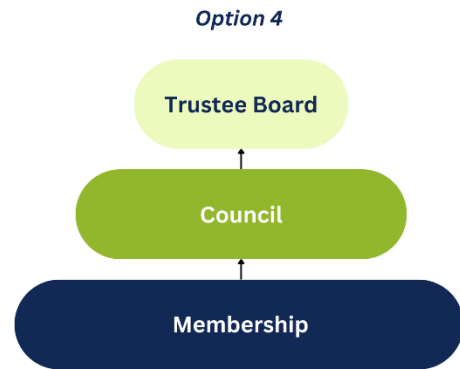
Conclusion – The GSG and Council have determined this is not an option going forward.

**4. Convert the Society into a Company Limited by Guarantee with charitable status**

A Company Limited by Guarantee (CLG) with charitable status is an incorporated not-for-profit company where members’ liability for company debts is capped.

The company would be registered with both Companies House and the Charity Commission for NI.

The ownership and control of the charitable company would rest with its members, and the company must act in line with its own rules set out in the Society’s Articles of Association.



Advantages	Disadvantages
<ul style="list-style-type: none"> <li>- The new structure would be modern and transparent.</li> <li>- Trustee liabilities will be removed from Council (over 100 people) and instead be moved to a smaller and new Board of elected Trustees.</li> <li>- Provides financial protection for each individual Trustee whose personal liability will be limited to a predetermined amount.</li> </ul>	<ul style="list-style-type: none"> <li>- This represents a significant legal and structural shift, with implications for legal, regulatory, and stakeholder considerations.</li> <li>- The delivery of this option will be time-consuming and incur additional one-off expenditure.</li> <li>- An amended Scheme will be required from the Charity Commission to include a provision to permit this structural change.</li> </ul>

Conclusion – The GSG recommended this option and determined that it will deliver a structure that will strengthen the Society’s resilience and improve transparency and accountability. Having presented the information to Council in October 2025, approval to progress with this option was granted at the Council Meeting in December 2025.

**What happens next?**

Following Council’s approval of Option 4 in December 2025 they also approved engagement with the Charity Commission for NI and with appointed legal advisors.

Over the coming months, the Society will engage with its membership on the proposed changes to its governance structure. All members will be encouraged to ask questions, provide feedback, and participate in this crucial stage of the Society's strategic roadmap.

Once the proposal is advanced all Society members will be invited to vote on the requirement to amend the Society's current governing document to facilitate the changes outlined in Option 4.