

ANNUAL GENERAL MEETING

17 June 2026

Governance Update: Director Reappointment and International Partnerships

This paper is provided for information and transparency. Members are asked to note the governance changes approved by the Board.

By-Law - Director Reappointment and Term Limits

The Board has reviewed the Association's arrangements relating to Director appointments and succession planning.

A Bye-law was introduced to provide a clear and consistent framework for Director reappointment, support succession planning and ensure transparency in future appointments. While the Articles of Association provide for the appointment and retirement of Directors, there has not previously been a formal policy governing whether a Director may seek a further term of office following completion of their initial appointment.

The full text of the Bye-law is attached at Appendix 1.

The Bye-law was approved by the Board on 17th September 2025 under the powers granted by Article 34 of the Articles of Association, which enables the Board to introduce bye-laws relating to the governance and management of the Association.

The Bye-law provides that:

- Directors who have completed a first term may apply for a further term of office.
- Applications for a second term are subject to the standard appointment process in place at that time.
- Reappointment is not automatic.
- Directors may serve a maximum of two terms on the Board, regardless of role.
- Service prior to adoption of the Bye-law counts towards the maximum term limit.

The Bye-law is intended to provide an appropriate balance between continuity, succession planning and leadership renewal.

International Partnerships and the Designated Societies Framework

The Board has also reviewed the Association's historic Designated Societies framework.

Following that review, it was concluded that the framework no longer reflected the way ASGBI develops and manages international relationships and partnerships.

The Board therefore agreed to discontinue the Designated Societies framework and move to a more flexible approach to international engagement. Existing relationships with actively engaged partner societies will continue unchanged.

Under the revised approach:

- Relationships with international surgical societies will continue to be actively maintained and developed.
- Congress invitations and reciprocal arrangements will be considered on a case-by-case basis.
- Partnerships will be based on strategic value, engagement and opportunities for member benefit.
- The Association will retain the flexibility to develop relationships with emerging partners whilst maintaining established collaborations.

This change does not affect the representation of UK specialty associations within the governance structure.

APPENDIX 1

DIRECTOR REAPPOINTMENT BY-LAW (Approved 17th September 2025) (Introduced pursuant to Article 34 of the Articles of Association)

Director Term Limits and Reappointment

1. Eligibility for Reappointment

1.1 Subject to the Articles, any Director who has completed their first term of office is eligible to apply for reappointment to the Board, either:

- (a) for the same Director role; or
- (b) for a different Director role.

1.2 A Director may serve a maximum of two terms on the Board, regardless of whether these are in the same role or different roles.

2. Application and Appointment Process

2.1 A Director seeking a second term must reapply and go through the full formal appointment process in place at the time of their application.

2.2 Reappointment is not automatic; the Director must satisfy all eligibility requirements and be approved via the standard selection and appointment procedures.

3. Term Limits

3.1 For the purposes of this Bye-law, a “term” means a period of up to four consecutive years, subject to annual re-election at the AGM in accordance with Article 18.1.2.

3.2 No individual may serve as a Director for more than two terms in total (i.e. a maximum of eight years on the Board, consecutive or otherwise).

4. Transitional Provisions

4.1 Any Director currently in office at the time this Bye-law is adopted may complete their existing term and, if eligible, apply for a second term in accordance with this Bye-law.

4.2 Past service before the adoption of this Bye-law shall count towards the two-term limit.