



Rules Work – Terms of Reference

1 Context

The working group to simplify the rules of the Central Council (the “Rules Working Group”) was established in August 2017 to deliver Proposal F of the Council Review Action Group (CRAG) report, which was adopted by the Central Council on 29th May 2017.

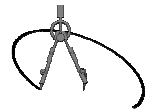
Proposal F requires the Central Council’s officers to “*recruit a small group whose task will be to simplify the rules of the Council, replacing them with a short statutory set of rules supported by a set of operating principles and procedures. All of the necessary rule changes required by the foregoing proposals (A to E) will be incorporated into this work.*”

In addition, the working group is required to ensure that “*The new rules and supporting documents together with any other outputs of this group should be compliant with Charity Commission guidance.*”

The output of the Rules Working Group is expected to be produced in sufficient time to allow the Council’s officers to “*report back to CoRe in May 2018 with a recommendation for adoption at that meeting.*”

2 Role of the Rules Working Group

- 2.1 To draft a short statutory set of rules and set of operating principles and procedures (collectively, “the Rulebook”) for the Central Council as set out in CRAG Proposal F.
- 2.2 To draft the necessary Central Council motions and other documents (collectively the “Transition Documents”) necessary to enable the Rulebook to replace the Central Council’s existing Rules, if agreed by the Council, with effect from its meeting in May 2018.
- 2.3 To ensure that the Rulebook incorporates all necessary rule changes required by CRAG Proposals A to E to be in place from the May 2018 Council Meeting, providing additional detail where necessary to enable these changes to be effective.
- 2.4 To ensure that the Rulebook and Transition Documents are compliant with Charity Commission guidance, in line with CRAG Proposal F, meaning that they are :-
 - consistent with English law
 - comply with all guidance issued by the Charity Commission of England and Wales which is relevant to the Central Council
 - consistent where possible with best practice, meaning the common interpretation of the above as demonstrated in the governing documents of three equivalent charities.
- 2.5 To add to or modify the contents of CRAG Proposals A to E where this is necessary to correct a material defect or oversight, which would otherwise mean that the Rulebook or Transition Documents would not meet the requirements of paragraph 2.4 above.



- 2.6 To simplify the existing rules of the Central Council in other respects in line with CRAG Proposal F where this consistent with the requirements of paragraphs 2.3 to 2.5 above.
- 2.7 To provide for effective review of its output in three stages :-
- By internal review and quality assurance.
 - By conducting one or more consultations among the wider ringing community.
 - By publishing its final output at least three months ahead of the 2018 Central Council Meeting Date.

3 Scope

3.1 In Scope

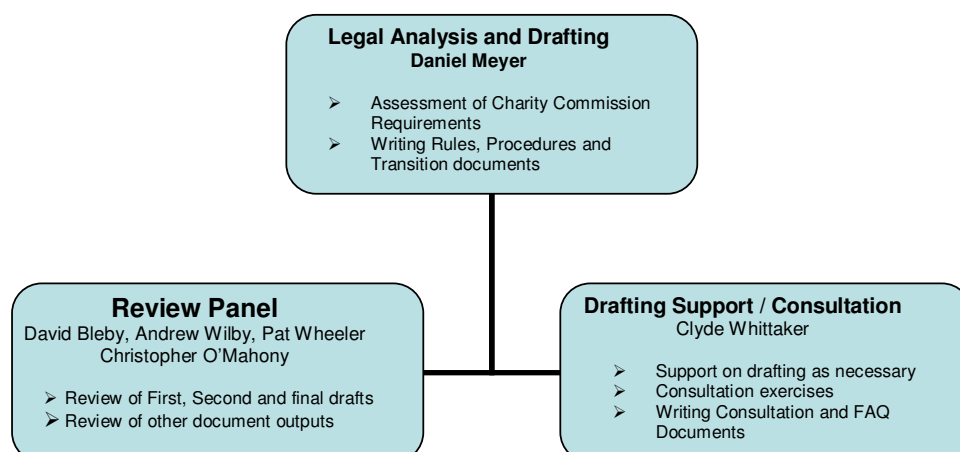
- Those elements of CRAG proposals A to E which require rule changes with effect from the May 2018 Central Council meeting.
- Additions to modifications where necessary to meet legal obligations and Charity Commission guidelines, taking into account best practice followed by other similar charities.
- Simplify where consistent with the above.

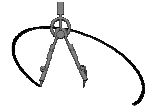
3.2 Out of Scope

- Elements of CRAG proposals A to E which do not require rule changes with effect from the May 2018 Central Council meeting.
- Other CRAG proposals unless these specifically require rule changes with effect from the May 2018 Central Council meeting.
- Other changes not contemplated by CRAG.

4 Organisation

- 4.1 To achieve an effective review process, the Rules Working Group will establish a system of internal review through the establishment of a review panel, as set out below :-





5 Outputs

- 5.1 The Working Group will produce the following outputs in draft and final forms :-
- The Rulebook
 - The Transition Documents
 - An Internal Consultation Document showing each comment submitted by members of the Review Panel and the conclusion/action taken.
 - An External Consultation Document showing each comment submitted in response to consultation with the ringing community and the conclusion/action taken.
 - Draft Letter to the Charity Commission confirming the rule changes on which the Council has agreed (to be sent by the Executive following the decision).
 - Other documents which the Working Group determine are relevant to this Terms of Reference.



6 Reference - CRAG Proposals

The text of the relevant Central Council motion and CRAG proposals are reproduced below :-

MOTION B)

That the Council adopt proposals A to F in the Council Review Action Group Summary of Findings and Proposals. Proposed by Dr Phillip Barnes (Kent County Association), seconded by Prof Patrick Wheeler (University of Bristol Society).

CRAG PROPOSAL F)

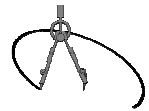
*The Executive will recruit a small group whose task will be to simplify the rules of the Council, replacing them with a short statutory set of rules supported by a set of operating principles and procedures. All of the necessary **rule changes** required by the **foregoing proposals** will be incorporated into this work. The new rules and supporting documents together with any other outputs of this group should be compliant with Charity Commission guidance. The Executive will report back to CoRe in May 2018 with a recommendation for adoption at that meeting.*

CRAG PROPOSALS A to E

- A) *The Council will: -*
- i) *make the necessary rule changes by the end of May 2018 to replace its existing objects with the “Vision”, “Mission” and “Activity” statements consulted upon by CRAG and*
 - ii) *in the interim, through the Executive group, develop and publish a five-year strategy and strategic objectives based upon these and an action plan each year to cover the work required. The Executive will publish the first plan by the end of 2017, send interim reports of progress against actions to all Council members by email quarterly from November 2017 and make a formal report to the Council meeting in May 2018.*
- B) *The Council will transfer management of its affairs, including the development and delivery of strategy, to an Executive of no more than eight people (including President, Deputy President, Secretary and Treasurer and no more than four other elected members).*
- i) *Any ringer will be eligible to stand for election as an officer or to the Executive.*
 - ii) *The Executive will be formed as soon as possible (and no later than November 2017).*
 - iii) *The Executive will be accountable to the CRO’s members for*
 - a) *creating and delivering the strategic direction of ringing;*
 - b) *acting as advocates promoting the wellbeing and development of ringing and ringers in general;*
 - c) *promoting the development of technical and non-technical leadership skills amongst ringers;*
 - d) *working strategically, in partnership with other bodies, to ensure the delivery of those services needed by ringers.*
 - iv) *Upon establishment of the Executive the role of the Administrative Committee will be limited to the organisation of the 2018 annual meeting following which it will be disbanded.*



- v) All posts will have a term of office of three years renewable no more than once, except for the initial appointments as specified in (vi) below.
 - vi) For the first appointments terms of office will be staggered to ensure that not all officers and Executive members retire at once. In the case of additional members of the Executive, the current Trustees will appoint individuals, each of whom will serve for one year only in the first instance and be eligible for re-election at the 2018 meeting.
 - vii) The members of the Executive will also become the Trustees of the CRO for the purposes of running the charity.
 - viii) In line with Charity Commission guidance, the Executive should be empowered to appoint up to two additional non-elected members, where they judge this to be necessary in order to achieve an appropriate diversity of skills, backgrounds or expertise.
 - ix) The post of Vice-President will be re-titled as Deputy President to remove the implicit expectation that the post of President is preceded by a three-year period as VicePresident.
 - x) The Executive will review the necessity for the post of Honorary Assistant Secretary in the light of these changes and the creation of a professional support group. The postholder will in any case not be an automatic member of the Executive and will accordingly cease to be a Trustee.
- C) *The new Executive will, by November 2017, realign the current committees into a significantly reduced number (single figures) of Workgroups, each led by an individual Workgroup Leader.*
- i) Workgroup Leaders will be appointed by the Executive by February 2018. One criterion for appointment will be that they are considered to have credibility within the Workgroup's field of activity.
 - ii) Each Workgroup Leader will report to a named member of the Executive who will be ultimately accountable for that Workgroup's performance.
 - iii) Any member may apply to be a Workgroup Leader.
 - iv) Workgroup Leaders will, in consultation with the Executive, appoint members for their Workgroups in such number and variety as needed, with selection being irrespective of a candidate's membership of the Council of Representatives or Executive. This work will be completed by May 2018.
 - v) The continuing need for each of these Workgroups or for new working (including "task and finish") groups will be reviewed regularly by the Executive.
 - vi) All Workgroup posts will have a term of office of three years renewable no more than once (except that some initial appointments may be for shorter terms to ensure that not all members of a Workgroup, or all Workgroup Leaders retire at once).
- D) *The current Council will from its meeting in 2018 be retitled the Council of Representatives (CoRe) and its functions restricted to matters related to the constitution of the CRO, the review and approval of the annual report and accounts, the election of members of the Executive and approval of any changes to the rules of the Council. It will not be involved in operations or in making operational (including technical) decisions but may act as a conduit for feedback from members and from affiliated societies as well as a source of advice to the Executive.*
- i) Members of the Executive and Workgroup Leaders will not be eligible to be members of CoRe. Any member of CoRe who is elected to one of these roles



shall be deemed to have resigned their membership of CoRe. Members of the Executive shall be expected to attend meetings of CoRe but shall have no voting rights.

- ii) CoRe will consist of Representative members only and the category of Additional Members will be discontinued. Existing Life Members will be conferred the title of “Fellows of Council” but will not have voting rights within CoRe.
- iii) The Executive should develop proposals by which the formal business meeting of CoRe will be made significantly shorter and more effective. These proposals should explicitly consider the feasibility of reducing the size of CoRe to 25-40% of its current size with each society retaining representation. It will consult on these proposals with affiliated societies with a view to implementation before the election of representatives to take up office in 2020.

E) *The Executive will: -*

- i) Develop plans to allow membership of the CRO to be opened up to all ringers, begin implementing these and report on progress to CoRe in May 2018.
- ii) Work with affiliated societies and others to develop direct communication links with individual ringers during 2017-18.
- iii) *Every three years commencing May 2019, undertake a review of the CRO’s rules and governance to assess whether they continue to be effective and aligned with best practice. In the event that control of the CRO remains vested in the CoRe, each review should explicitly include an assessment and recommendation as to whether it would be appropriate to transfer some or all of the powers of the CoRe to individual direct members.*

