

Simplifying the Central Council Rules

Part 2 of 4 – The First Draft

By Clyde Whittaker, Coordinator, Rules Work

In my last article I outlined the scope of the work to simplify the rules of the Central Council, triggered by the Central Council Review (CRAG) proposals which were agreed the last annual meeting in Edinburgh.

On 22nd September we published three high-level papers setting out our proposed terms of reference, approach and recommendations on a small number of “architectural” decisions where the CRAG proposals are silent.

Feedback So Far

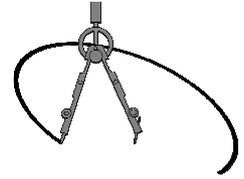
As mentioned in September, this is a technical area and we did not expect an overwhelming postbag on these papers, but we received twenty responses containing some very useful comments.

A digest can be found on the Rules Work pages of the Central Council’s Website, but in summary the overall view was substantially in favour of the Central Council remaining a charity with a constitution comprised of a set of **Rules** (dealing with the essential provisions necessary to secure good governance and charity status) and separately a set of **Procedures**, or bye-laws dealing with operating matters which can be changed more flexibly, but are always subservient to the Rules.

Whilst the CRAG proposals require appointments to be for three years (renewable once) there was general agreement that the concept of an overarching ‘triennial cycle’ (under which almost all of the Council’s business is conducted in terms of 3-years) should be retired.

We received one comment questioning the desirability of a maximum term for Council posts. This is outside our remit as the CRAG Proposal “*all posts will have a term of office of three years renewable no more than once*” was a clear instruction which falls within the Charity Commission’s rules. It is of course always possible that the Council’s view on this point will change, and if it does, it will be able to modify this or any other rule in future years.

We have now adopted the architecture decisions set out on 22nd September with some modifications in the light of the comments received.



The Power of the new Executive

A number of those responding were concerned about the need to protect against the Council's new Executive abusing their many new powers. As one of those responding to the consultation put it "*The rules should be formulated so the Executive is always subservient to the Council of elected representatives*" and there is clearly a balance to be struck between empowering the new Executive to get on with the job and giving it unfettered control.

The CRAG proposals, which we have been asked to implement, were very clear that the Council representatives should no longer be involved in operational decisions This is consistent with charity law as it is the trustees of a charity who take legal responsibility for its affairs, for which they are personally liable.

However, we also recognise the need for checks and balances, so that Council members have the confidence that the Executive is carrying out its task in a responsible way, and the tools to hold it to account if it is not.

Recent, well-publicised issues with such as the RSPCA and Kids Company, point to the trouble which charities can get into if their systems of governance are weak.

We have reviewed the Council's systems of control with this in mind and where necessary additional protections recommended by the Charity Commission have been built into the new Rules.

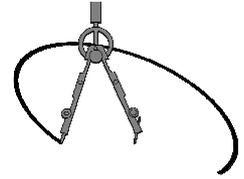
Additional checks and balances

The three objectives set out in our Terms of Reference are to :

1. Build those CRAG proposals requiring rule changes from May 2018 into the Council's rules
2. Make the rules compliant with current Charity Commission guidance, and
3. Create a "short statutory set of rules supported by a set of operating principles and procedures" as referred to in CRAG's Proposal F.

There is an irony here as both Objectives 1 and 2 create a tension with Objective 3. .

Making the Council's rules compliant with Charity Commission guidance means adding clarity on many matters which are not covered at all in the existing rules together with the greater precision which legal language brings. It means adding sections on conflicts of interest, insurance, how the Council should be dissolved, how the Executive's decisions should be made and so on.



By conferring additional powers on the Executive the CRAG proposals also require more extensive provisions to ensure that good government is not compromised - provisions which were less important in the past.

These new additions will generally not be consulted when things are going well. They will only be needed when something has gone wrong, but they mean the resulting new rules are longer than the Council's existing ones. So are these additions really necessary?

Our current approach is to assume that the answer to this question is "yes" for three reasons :

1. For as long as the Central Council remains a charity its rules need to comply with Charity Commission guidance. Even if it ceased to be a charity, it would still need most of the extra provisions which the Charity Commission recommend.
2. While the Rules need to be right, it is not the Rules which will drive the Council's activities. The Rules simply contain the fundamentals which guarantee that the Council remains well run. It is the Council's byelaws or Procedures, which will empower the organisation in future years, exactly as CRAG envisaged.
3. The clarity which these additions bring is important. A few gaps here and there is less of a problem where operational decisions are made by Council meetings or committees formed of and elected by Council representatives. Under the CRAG proposals however, many of those taking decisions on behalf of the Council will not be Council representatives, meaning that the boundaries within which the new Executive operates need to be clearly understood.

We have compared the new draft Rules against the constitutions of similar organisations. They are the same length of those of CAMRA, shorter than those of the Royal College of Organists and substantially shorter than the constitutions of the Ramblers Association, the English Bridge Union and British Cycling.

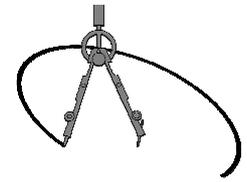
Nevertheless, we will study the feedback we receive from Council representatives, societies and individual ringers very carefully on this point.

Key Features of the First Draft

The first drafts of the Rules and Procedures documents can be read or downloaded from the Central Council's Rules Work pages.

They are designed to meet our three objectives as follows :-

Objective 1 – Implement those CRAG proposals which must be in place from May 2018



CRAG Proposal A – CRAG’s Vision and Mission statements have been incorporated into the Council’s objects in a way that satisfies the Charity Commission rules. The Executive’s forward plan is dealt with.

CRAG Proposal B – the Executive of 8 elected and up to 2 appointed people is built-in, with the much wider powers which CRAG gives it.

CRAG Proposal C – The new Executive will be empowered to establish and remove Workgroups as the organisation’s needs change.

CRAG Proposal D – the powers of Council representatives are modified to reflect the greater empowerment which CRAG gives to the Executive. Important checks and balances are nevertheless included to ensure that representatives can hold the Executive to account.

CRAG Proposal E – new provisions allow the Executive to create additional classes of non-voting individual member.

Objective 2 – Make the Rules compliant with Charity Commission guidance

All the essential ‘hygiene’ recommended in the Charity Commission’s model constitution is now built-in. Because this is derived from the Charity Commission’s own model, there is a high level of confidence that we are making the right choices.

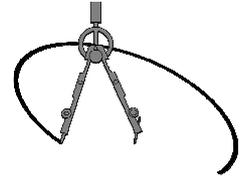
Objective 3 – “A short statutory set of rules supported by a set of operating principles and procedures”

Whilst making the Central Council’s rules compliant has added rather than taken away, we have made every effort to make the new Rules easy to read through enhanced clarity, clear headings and paragraphing, even though we hope they will not be read very much !

The real work of the Executive will be done through the Council’s Procedures, or by-laws and we have provided an initial set of Procedures for adoption in May next year, to which the current officers will almost certainly wish to add over the next few months.

What has not changed ?

It is important to emphasise that these initial reforms deal with the way in which the Central Council manages its business. They do not affect society representation in any way and they do not, to the best of our knowledge, require any changes to society constitutions. They take the form of a refurbishment of the Central Council’s system of decision-making, as CRAG envisaged, rather than demolition and rebuilding.



Have we got the balance right ?

We have conducted a number of ‘stress tests’ on the draft rules and have compared them with the constitutions of a range of equivalent charities, but this does not mean that we have got everything right.

It is now vital that we receive feedback from existing Central Council representatives, societies and ringers to ensure that what we are proposing is fit for the future, meaning that it is balanced, robust and acceptable to the vast majority.

As with any constitution, the acid tests for the new rules are:-

1. Are they clear to those who need to use them ?
2. Do they get the balance right between enabling the Council to get on with its business and providing adequate controls to ensure good governance ?

We realise that reading the draft documents cover to cover will involve an investment in time and there are very few people who can claim to have read any society’s constitution in this way.

However, we would ask you to make an exception in this instance if you can and we would welcome your feedback in one of two ways:-

1. For brief comments, just use the “Review the First Draft” button on the Rules Work pages of the Council’s website, from where the Rules and Procedures documents can be read or downloaded
2. For more comprehensive feedback, email your thoughts to constitution@cccbr.org.uk.

Either way, we would ask for your name, where you ring and whether you are a Central Council member, guild officer or are just waiting to be asked !

Please ensure all comments are submitted by **Friday 24th November**. These comments will guide our work on the second draft of the new rulebook, which will be published in early December for consultation.

This second draft will go through the same iterative process, which should ensure that the final version of the rulebook, which we aim to produce early next year, will be fit for purpose.