

# CENTRAL COUNCIL OF CHURCH BELL RINGERS

## GOVERNANCE REVIEW 2022

### ANNEXURE 2

#### Review Notes

##### **Note E1: Rule 10.9**

The intended purpose of Rule 10.9 is clearly that where a proposed Standing Order has been approved by Council Resolution, neither the requirement to give 3 months' notice, nor the call-in process should apply. The Second Amendment is suggested as being a more appropriate expression without changing the meaning of the Rule.

##### **Note E2: Standing Order N1.3**

The problem is that the Standing Order does not accommodate the situation where a deadline for service is imposed and actually met but the deeming rule may cause the action to be out of time. The suggested solution would overcome that problem.

##### **Note E3: Standing Order S2.2: Registered Small Societies**

The intended purpose of Standing Order S2.2 is to permit most applications to be decided by the Executive, whilst reserving to Council Members the right to assign the decision on a specific application for determination at a Council Meeting where this is deemed appropriate. This is to be achieved through a 'call-in' procedure similar to that which operates for certain other Executive decisions, notably those introducing new Standing Orders.

However, whilst the call-in procedure governing the introduction of Standing Orders is easily understood, that set out in Standing Order S2.2 raises a number of problems:

1. On the wording of the Standing Order as it stands, notice of an application is to be given to all Council Members at least **two months** before a decision by the Executive is made, but a decision to register does not take effect until approved by resolution of the Council if, within **one month of the notice** mentioned above the Secretary, President and Deputy President receive a request from 10 or more Representative Members that the decision to register be approved by a Resolution of the Council. On one reading, this creates a confusing process as it requires an Executive decision to be 'called in' before it has in fact been made.

2. More fundamentally, a process which delegates powers to the Executive on a qualified basis, whilst giving the Council the power to intervene in individual cases, is more appropriately a matter for the Rules (which deal with the checks and balances governing the operation of the Executive) and not the Standing Orders, which deal with those management matters which can safely be left in the hands of the Executive. I note that the call-in procedure governing the introduction of Standing Orders is correctly located in the Rules and is more straightforward as a result.

There is a good precedent for this in the 'call in' provisions relating to the making of Standing Orders and Policies (Rule 10.8) and the problems with the decision-making procedure for small society applications can be resolved by bringing it into line with this existing precedent. This involves retiring Standing Order S2.2 and replacing it with the proposed new Rule 4.7. That proposed Rule is modelled on and follows very closely the provisions of Rule 10.8. However, the wording suggested for new Rule 4.7 b) is grammatically more correct than the current expression in Rule 10.8 a). Therefore, there is a suggested consequential amendment to Rule 10.8 a) to align it with the expression in proposed Rule 4.7 b).

It is possible that future governance reviews may conclude that other classes of Executive decision should be qualified in the same way. If so the provisions of Rule 10.8 provide an appropriate model.

#### **Note E4: Council Meetings - Online Meeting Tools**

Whilst the Rules do not explicitly provide for Council Meetings to be held online, they do not prohibit it. Consequently, two Council Meetings in 2020 and 2021 have so far been held using online tools and the Standing Orders already permit meetings of the Executive to be held in this way.

This position, where a constitution anticipates, but does not explicitly permit online meetings is not uncommon and for this reason the UK government included provisions in Schedule 14 of the Corporate Insolvency and Governance Act 2020 which temporarily altered the constitutions of all UK companies and certain other bodies to permit them to hold online meetings.

The identified problem is caused by recording abstentions by electronic voting or virtual attendance technology. Technically no amendment is necessary. However, for the purpose of clarity I suggest the enactment of a new Rule 6.8 as proposed.

As neither the Rules nor Standing Orders speak on the subject of online meetings, provisions for virtual attendance and electronic voting have been made by the President and Executive, but it is desirable that arrangements are formalized so that they are clear to all

those attending and can be built upon as required in future years. Suggested amendments to allow for these processes are therefore included.

**Note E5: Rule 7.3, Standing Order E2.1, Transition Motion, Trustees - Early Retirement of Trustees and 'mid-term' appointments and Note E19: Rule 7.4, Appointed Trustees**

The issues raised in Item E5 concerning Elected Trustees are not identical but overlap with those raised in Item E19 concerning Appointed Trustees. It is therefore convenient to deal with them both in this Note.

The intended purpose of the Rules, Standing Orders and Transition Motion is to ensure the orderly retirement of Trustees by rotation, and in doing so to prevent both the undue accumulation of influence in the hands of one or more people and disruption which might be associated with the retirement of a large number of Trustees en masse.

In addition, there was a need to overcome the problems associated with a completely new Constitution which required all members of the Executive to be elected in 2018 at the first Council Meeting under the new Constitution. .

These purposes were achieved through four measures:

1. Providing that in the event of early retirement a replacement would only be elected for the balance of the retiree's term of office;
2. A maximum term of six years for Trustee appointments (which a Council Meeting may choose to over-ride in specific cases);
3. A normal Trustee term of three years, with re-election possible for one further term of three years; and
4. A principle of staggered elections under which either two or three Trustee positions become vacant each year.

The principle of staggered elections is well entrenched by these provisions as a priority over other considerations. However, whilst staggered elections are desirable in principle, further consideration raises other problems, which are summarised below. Under current conditions, the principle of staggered elections comes into conflict with the maximum Trustee term of six years and the normal Trustee term of three years whenever a Trustee retires early.

The fact that there have been two early Trustee retirements since 2018 indicates that this is a material consideration. The issues created by the principle of staggered elections in these situations are as follows:

1. In the event of an early retirement, Rule 6.11 provides that a person is to be elected as a "replacement person" for the balance of the term of office of a retired Trustee. That ensures the staggered rotation of appointments to the Executive as set originally by the Transition Motion. The difficulty arises as to the maximum term which may be served by

the “replacement person” if then re-elected to the same or indeed some other the position on the Executive.

Rule 7.3 provides that each elected Trustee shall retire at the end of the third Annual Council Meeting after their election but shall be eligible for re-election for one further three-year term. The requirement to retire at the end of the third Annual Council Meeting after the election cannot apply to a trustee who is elected as a “replacement person”. There is a respectable argument that because of that, neither does the balance of Rule 7.3 relating to re-election for one further three-year term because it only refers back to the person the subject of the first part of the Rule. If that is correct and the “replacement person” is then elected as a trustee he or she is elected without the restriction as if it were a first election as trustee. That person may serve a further two three-year terms. That raises a conflict with Standing Order E2.1 which requires all serving Trustees to retire at the end of the sixth annual Council Meeting after joining the Executive. That conflict would have to be resolved under Rule 10.2 by applying the provisions of the Rule.

The alternative argument is that Rule 7.3 is the primary Rule and that Rule 6.11 merely qualifies the opening words of Rule 7.3 about the length of the initial term of three years, and that the provisions concerning re-election for only one further term of three years would then apply without any further election to the Executive.

Both interpretations would serve to support the staggered rotation of appointments. The first merely permits a longer tenure than the second.

2. The resignation or death of one of the four Executive Officers may well present an immediate recurrence of the same problem. As could well happen, one of the Ordinary Executive Members may be appointed as the replacement person, thus requiring the appointment of a further replacement person to fill the gap in the number of Ordinary Trustees, and the problem repeats itself.
3. Under the present Rules and Standing Orders all these problems can be overcome, if they need to be, by a Resolution of the Council under Rule 7.3 or Standing Order E2.1. However, that will be at the expense of the staggered election principle. It may also split the times at which the President and Deputy President are elected.

In my view, the staggered election principle has now served the purpose for which it was created and its continued priority creates more problems than otherwise.

The original purpose to provide a smooth transition to the new Constitution has been successfully achieved. Were the staggered election principle to be retired now, the normal trustee term of three years and the maximum limit of six years would together be sufficient to ensure a regular turnover of trustees, without the complexity imposed by the staggered election principle.

Even with a number of early retirements, it would take many decades before one reached the situation of a large number of retirements happening at the same time. Subsequent

adjustments may even reverse the earlier trend, and the Council could intervene to assist that in a particular case.

It has not been suggested that the six-year maximum term provided in Standing Order E1.2 should be qualified in any way. It can also be waived by the Council if it produces unexpected consequences. It seems to be a sensible provision that when the unexpected happens with unexpected consequences the Council should be able to intervene if, in the view of the Council, a more satisfactory provision can be made.

Retiring the staggered rotation of trustees does mean that in some circumstances the election of the President and Deputy President will be in different years. That need not interfere with the unwritten expectation that the Deputy President may succeed to the Presidency. It may mean, in that peculiar case, that the Deputy President's unwritten preparatory term will be shortened to what some may think is a more realistic period in waiting.

The amendments proposed therefore incorporate the following:

- An express provision that a period of temporary appointment by the Executive until the next Annual Council Meeting will not count for the six-year limitation;
- Removal of the provisions which require a replacement person to fill the balance of the term of their predecessor so that they immediately become available to serve three years, assuming that the six-year limitation does not intervene;
- removal of the six-year limitation period from the Standing Orders to the Rules as being a fundamental condition of appointment and in order to avoid possible inconsistency with other provisions of the Rules;
- retention of the power of a General Meeting to intervene in a particular case; and
- A consequential amendment to Rule 7.2 (b to remove the assumption that there will always be more than one Ordinary Trustee to be elected at a Council Meeting, but still providing that where more than one vacancy occurs the Trustees shall be elected together.

A further possibility for future consideration, depending on how these provisions work out, is to provide differing maximum periods of service for the President and Deputy President (I am not sure who would wish to serve for two periods of three years!) and other officers (Secretary, Treasurer and Ordinary Members) as occurs quite successfully in my own Association (ANZAB).

Another difficulty arises with the tenure provisions in preventing possible abuse of the six-year limitation by premature resignations before the six-year period expires in a manner which allows the cycle to start again after a very short break. A similar problem arises when Appointed Trustees are brought into the mix when an Elected Trustee may resign in order to be reappointed as a "new" starter as an Appointed Trustee or vice versa.

Appointed Trustees are appointed by the Executive. Before an appointment can be made the Executive will need to give serious consideration to whether an appointment is

necessary to secure an appropriate balance of skills, and perhaps whether a particular term should be fixed for the appointment. The Rules provide for a degree of supervision by an Annual Council Meeting in order to prevent possible abuse by the Executive. However, in some circumstances the Council's supervision may be inadequate, and it is possible, in some circumstances, to avoid the application of the six-year limitation for Trustees.

It is not correct to say, as suggested in Item E19, that an Appointed Trustee may be appointed for up to 3 years. The default position under Rule 7.5 requires that, unless there is an earlier termination by the Executive, the appointment will be terminated at the end of the next Annual Council Meeting after the appointment unless the appointment is approved at that Council Meeting. In that case the appointment extends to the end of the third Annual Council Meeting thereafter unless terminated by the Executive in the meantime.

It would follow that, if an appointment is made by the Executive soon after an Annual Council Meeting and is approved at the next annual Council Meeting the term of office could be close to 4 years. If the Trustee is then reappointed by the Executive there is inevitably a gap in the continuity of appointment, and the six-year limitation under proposed Rule 7.6 (existing Standing Order E2.1) would not apply.

There is a delicate balance to be achieved between the ability of the Executive to appoint, the ability of the Council to prevent possible Executive abuse of the process and to achieve these objectives while retaining the six-year limitation.

I suggest three further amendments to the present scheme:

1. To recognise that in some circumstances it may be desirable for a term of less than 3 years to be agreed.
2. At present only the Executive can appoint and terminate. In order to make more effective the power of the Council to prevent abuse the Council should also have the ability to terminate; and
3. Ensuring that, by whatever means the appointment is terminated, there is a time limitation on joining the Executive in any capacity, thus preventing shuffling from one category of Executive member to another.

These amendments are also reflected the suggested draft.

As for an Elected Trustee retiring after 6 years and then being appointed as an Appointed Trustee (see Item E19), that cannot happen. That person will be caught by the 6 year limitation which applies to all Trustees. The person could not be appointed until after a lapse of 1 year.

The renumbering of the other Rules is merely consequential.

## **Note E6. Rule 4.2**

Rules 4.2 and 4.3 intend that applications for affiliation should be determined only at Council Meetings, agenda papers for which must be sent no less than four weeks before the meeting date in accordance with Rule 6.5. Currently it is implicit that for an application to be considered at a Council Meeting it must be received in good time to appear on the Agenda Paper. The amendment provides a clear deadline for submission of applications to the Secretary which removes any uncertainty.

## **Note E7. Standing Orders C3.1, C3.3 and C3.4**

The intended purpose of these Standing Orders is to provide opportunity for motions presented at Council Meetings to be sufficiently explained, for questions to be asked and for debate to take place.

Two questions are raised in this issue:

1. The use of the word “delegate” in Standing Order C3.1, and
2. The time limitation in Standing Order C3.3 and possible limitation on speech times.

As to the first point, as I read Standing Order C3.1 the “delegate” assumes the role of proposer. It is common for a seconder to speak to a motion and sometimes for others with specialist knowledge to be invited to speak to it, but a motion should normally only be proposed by someone who is prepared to lead the process and see it through. Some members may put weight on their attitude to the motion because of the identity of the proposer. Once the meeting begins the Members have ultimate control over the agenda. The usual process, and one which I commend, is that if the proposer is indisposed or wishes someone else to fulfil the role for some good reason it should be by leave of the Meeting. This is reflected in proposed Standing Order C3.1.

As to the second point, I agree that an absolute time limit on dealing with a motion can work injustice despite its commendable objective. I am proposing a number of different initiatives to ensure as far as possible a fair and economical process for dealing with a motion.

Proposed Standing Order C3.2 provides a suggested structure which allows for variation if not needed. A discrete question time may well shorten debate, promote a possible sensible amendment or withdrawal. It allows a possible limitation on speech times if the chairman thinks it may be necessary, but which can be extended in a particular case by leave of the meeting if desirable.

Proposed Standing Order C3.3 introduces what I believe to be a fairer guillotine process which I have experienced successfully at many large meetings. It should be noted that in this Standing Order, by way of contrast with Standing Orders C3.1 and C3.2, the word “Motion” is not used, but the words “motion” and “question” are used. This is because the Standing Order is not confined to Motions of which notice has been given but extends to any motion before the chair, such as an amendment to a Motion.

The renumbering of existing Standing Order C3.2 is merely consequential.

**Note E9: Standing Order C7.2 Council Meetings - Nomination Statements**

The intended purpose of this Standing Order is to ensure that Council Members are sufficiently informed about the experience of those who are put forward for office.

The Standing Order invites a supporting statement. I think its mischief may be in the use of the word “supporting”, as this implies not a statement of fact but a form of advocacy. The fact that it is optional reinforces that. The Council is a large body. Some of the nominees will be less known than others, and relevant biographical information for all nominees would be of more assistance.

**Note E10: Standing Order C2.1 Council Meetings - Supporting statement for motions**

The intended purpose of this Standing Order is, among other things, to promote shorter and more useful debates by encouraging proposers to provide a supporting commentary for each motion they submit, setting their motion in context, whilst being sufficiently brief to ensure it gets read.

I agree that 200 words can be unnecessarily limiting in some circumstances and that a more comprehensive explanatory memorandum may well shorten debate at the meeting. However, as in the case of Nomination Statements (see Note E9 above) they should be factual and explanatory and not a form of advocacy. The suggested amendment should achieve this.

**Note E11: Standing Order M2 - Fellows - Resignation**

The existing Standing Order intends that Fellowships are honours bestowed by the Council. It allows in extreme circumstances that they may be rescinded.

However, no process is however provided to enable an existing Fellow to resign. My suggested amended achieves this.

**Note E13: Standing Order M2 - Fellows – Method of Election**

The existing process intends that Fellowships should be bestowed with almost universal agreement by Council Members in recognition of someone’s contribution to the Council or to the ringing community over a number of years.

However, this is not reflected in the process set out in the Standing Order, which allows for Fellows to be elected by a simple majority. I agree that this is a problem. Allowing persons to be elected on the simple majority of a general meeting makes it very difficult for anyone to oppose publicly and can allow more to be elected than should be. The process should



require almost universal approval. A possibility which I recommend is that of ANZAB's election of Honorary Life Members. They are elected by simple majority of an Annual General Meeting but only upon the unanimous recommendation of the Executive. We find that that produces a useful and effective filter, provided that the generation of suggestions for consideration is not confined to members of the Executive.

**Note E14: Rule 6.1 and Standing Order F4 - Independent Examiners – Both Rules and Standing Orders?**

See also item E21. The only repetition is in the opening words of Standing Order F4.1. Rule 6.1 specifies for this to happen at an Annual General Meeting. Otherwise, the Standing Order merely fills out the details of tenure and requirements of an Independent Examiner consistent with the division of functions and purposes of the Rules and Standing Orders. I would only suggest the amendment of Standing Order F4.1 to avoid the repetition by speaking in the singular and by inserting a more accurate period of office.

**Note E16: Rule 5.8 – Small Society Representatives**

Rule 5.6 is intended to support those affiliated societies whose constitutions assume (but do not state) that their Central Council Representatives are elected each three years. This was originally a Central Council requirement, which has since been retired.

This “backwards compatibility” does not apply to the election of Registered Small Society representatives on the assumption that Registered Small Societies will not previously have been Affiliated Societies. I would agree that this assumption may not always hold as some former Affiliated Societies whose numbers have declined may wish to rejoin as a Registered Small Society. However, on balance there seems to be no point in perpetuating the triennial concept, at least in relation to a relatively few Registered Small Societies.

**Note E18: Rule 5.4 b), Rule 5.5 - Society Membership - Notification of Society Membership Numbers**

As the voting entitlement of each Affiliated Society is determined by its membership number (its “Society Membership”), Rule 5.4 is intended to ensure that all membership numbers are submitted to the Secretary well before he or she prepares agenda and ballot papers for each Council Meeting.

However, the Society Membership number also determines an affiliated society's annual subscription, so it must be known to the Treasurer and this creates a potentially confusing duplication. My suggestion is to require all relevant information to be submitted to the Treasurer by the due date. The Treasurer will then need to liaise with the Secretary, but the Affiliated Society need only tell one person.