

Cover Paper for the Development of the Terms of Reference for the Reconstitution of the National Council

1. Background

The BMC Independent Organisational Review Amended Recommendations Report (March 2018) stated:

Recommendation 33

The National Council should be restructured and become the Members' Assembly and its role redefined (page 32).

2. Working Group

As part of the Organisational Development Group, under the Governance Workstream, a working group has been set up comprising:

- President (Lynn Robinson)
- Partners Representative (Guy Jarvis)
- An Independent BMC member (Roger Murray)
- Two National Council representatives (Mark Anstiss and vacancy)
- Representative from the Specialist Committees (to be decided).

3. Progress to Date towards a Future Reconstituted National Council

A working draft Terms of Reference for the future reconstituted National Council has been drafted from the following documents:

- BMC Independent Organisational Review Group Report, November 2017
- BMC Independent Organisational Review Group Amended Recommendations Report, March 2018
- Articles of Association of the BMC, 16th June 2018
- BMC President Role Description
- Role matrix of President, Board Chair and Chief Executive Officer.

These are included as Appendix One (pages 4-7).

It is recognised that the restructuring of National Council (NC) may be impacted by other work carried out by the Organisational Development Group, including, but not exclusively formulating the Memorandum of Understanding and the Partners' Assembly and the review of the Specialist Committees.

4. Current (Interim) National Council

It is recognised that it will take time to transition from the National Council in its current state to the proposed Future State as defined in Appendix One. The complete transition may take up to 2 years, although the intent is that National Council and the Board reach agreement on the future Terms of Reference, constitution, and transition plan for the National Council in time for the members to approve the transition at the 2019 AGM.

Consequently, and in order to ensure that the current state of the National Council is consistent with the current BMC Articles of Association, and its role, there is a Terms of Reference document covering the National Council in its present interim state (Appendix Two, pages 8-11).

5. Next Steps

The Working Group would like feedback on the “Future State Reconstituted National Council” as drafted and included as Appendix One.

The document builds upon the work referenced in Section 3, and the rationale put forward by the ORG for such changes. They also recognise the governance changes already agreed at the 2018 AGM leading to a requirement for the National Council to change in order to be effective within the BMC’s updated governance structure.

Within this context, the questions listed below in 5.1 are meant to act as a framework for this feedback, but they are not meant to be a definitive list.

5.1 Suggested questions (with notes):

a) Number of locally elected (Area) representatives – one or two?

NB: There are a number of reasons for reducing the local area votes from two, to one, each. This is in order to help ensure that the Group is representative of the BMC’s members, locally and nationally, and also its work. Two representatives would be voted to be able to represent their area, and both could attend NC meetings, however they would only be entitled to one vote per area. To balance this, and support wider representation, there will also be four independent member representatives appointed to represent the members nationally.

b) Should the Chair / representative of each BMC specialist committee be on the Group?

NB: Under the Articles of Association, the Specialist Committees (membership volunteers), who carry out key parts of the BMC’s work vital to members, now report to the Board. Therefore, giving the Specialist Committees a position on the Group was considered necessary to balance this. A review of the Specialist Committees, and working groups, is being undertaken as part of the ODG work.

c) Should the Partners organisations be represented on the Group – yes or no – if yes – who and how?

NB: Given the key relationship with Partners, the ORG recommended the Partners be represented as a key channel to keep the Group informed about the work the BMC is doing with Partners and enable it to have the necessary representation to hold the Board to account effectively.

d) Name of the Group

NB: Given the significance of the governance changes, the rationale to rename the National Council to the Member's Assembly is to symbolise this, modernise the name, and better reflect the nature of the Group.

Following your feedback, the Working Group will then analyse, cross reference with the draft Terms of Reference, and then amend the paper as appropriate. The amended version of this paper will then be presented to the March 2019 AGM.

6. Actions for Area Meetings, National Council, Specialist Committees and Partners

- 6.1 For the local area AGMs that are being held in November 2018, election to positions should continue as before (ie two National Council area representatives) as the council is in a transition phase.
- 6.2 Review the working draft Terms of Reference as included as Appendix One.
- 6.3 Provide feedback to the Working Group using the questions in 5.1 as a framework for discussion.
- 6.4 Aim for a working deadline of 1st December 2018.

Lynn Robinson

President and Chair of the National Council Reconstitution Working Group

Working Draft

**Proposed Terms of Reference for the Reconstitution of the
National Council – Future State**

DRAFT

Working Draft Terms of Reference

1. **Name of group:** Members' Assembly
2. **Date Terms of Reference Written:** October 2018
3. **Date to be Reviewed:** In the absence of any requirements to update, then these Terms of Reference will be reviewed, and if necessary updated, every three-years.
4. **Purpose of the Members' Assembly**
 - 4.1 To represent the BMC Members to the BMC Board of Directors.
 - 4.2 To consult with and constructively challenge the Board on behalf of the Members.
 - 4.3 To hold the Board to account on behalf of the Members.
 - 4.4 To be consulted upon decisions made by the Board and / or make determinations in relation to termination of membership.
 - 4.5 To provide an intermediary forum between the Board and the Members, contributing to ensuring effective communications between the Board and the Membership.
 - 4.6 To provide approval of and be consulted upon as the case may be, in regard to the Reserved Matters as stated in the Articles of Association (16th June 2018).
 - 4.7 To appoint up to three Directors, subject to the approval of the Voting Members at the next General Meeting, to represent the Members Assembly on the Board.
 - 4.8 To make appointments to fill any vacancies in the Elected Officers until the next General Meeting.
 - 4.9 Under normal circumstances the Members' Assembly will be consulted with in relation to resolutions put forward to a General Meeting.
 - 4.10 Under exceptional circumstances the Members' Assembly can call a General Meeting subject to the procedure set out in the Articles (12.2, June 2018).
 - 4.11 To carry out any other functions, as delegated by the Board.
5. **Chair**
 - 5.1 The Chair shall be the elected BMC President.
 - 5.2 If at any meeting the Chair is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chair of the meeting.
6. **Membership**

It is expected that the Members' Assembly will consist of members that are representative of the diversity and interests of the wider BMC membership. This to include:

- President of the BMC (chair)
- One representative voted by their Local Area (with another voted member to act as an alternate)
- Chairs (or their alternate) of the Specialist Committees
- Four Independent members elected by the members at the AGM based on specific skills, knowledge and experience the Member's Assembly require.
- Chair (or their alternate) of the Partners' Assembly
- A staff member to act as the secretariat (non-voting).

7. Length of Term

- 7.1 The length of term of members shall be three-years, which can be extended once to a maximum of 6 years.
- 7.2 To ensure continuity wherever possible members should ensure that their succession planning avoids more than 50% of the Members' Assembly membership being changed in any one year.

8. Accountability

- 8.1 The President will produce a summary of each Members' Assembly that will be published on the BMC's website and notification of its publication sent to all Members.
- 8.2 All members of the Assembly will provide feedback to the appropriate body / interest group that they are representing into and from the Assembly.

9. Quorum

The quorum for Members' Assembly meetings shall be not less than twelve members including:

- At least five members representing local areas
- At least five members from Specialist Committees
- At least two Independent members.

10. Review

10.1 The Members Assembly shall undertake a three yearly review:

- Of its relationship to the Board and its effectiveness in holding it to account
- To ensure the voice of the member is heard and consulted on in relation to the BMC's policy and strategic direction.

10.2 The Members' Assembly shall review itself annually, in partnership with the Board of Directors, to reflect whether or not it is representative in relation to the diversity and interests of the membership.

11. Working Methods

11.1 It is expected that the Members' Assembly and Board shall operate collaboratively and collectively, with a high level of trust.

11.2 The Members' Assembly and the Board will agree a Memorandum of Understanding (MoU) to ensure communications between both bodies are timely and appropriate. This will only be referred to in exceptional circumstances.

12. Meetings

12.1 The Members' Assembly shall meet not less than four times each year and the timing of them shall be synchronised to that of the Board to ensure timely exchange of views.

12.2 The meetings shall be held in venues across England and Wales.

Appendix

Draft Members' Assembly Standing Agenda

1. Welcome, Introductions and Conflicts of Interest
2. Previous Actions
3. Chairs Report
4. Board Report
5. Local Issues for Discussion
6. Feedback from members
7. Resolution Proposals (ties in with proposed AoA changes on Resolutions)
8. Any other Business

Working Draft

**Terms of Reference for the Reconstitution of the
National Council – Interim State**

DRAFT

Draft Terms of Reference

1. **Name of group:** National Council
2. **Date Terms of Reference Written:** November 2018
3. **Date to be Reviewed:** These Terms of Reference will lapse when the “Future replacement for the National Council” is formalised, and approved by both the Board and the existing National Council. It is planned that at the latest this change will be completed at the 2020 AGM.
4. **Purpose of the National Council**
 - 4.1 To represent the BMC Members to the BMC Board of Directors.
 - 4.2 To consult with and constructively challenge the Board on behalf of the Members.
 - 4.3 To hold the Board to account on the members’ behalf of the Members.
 - 4.4 To be consulted upon decisions made by the Board and / or make determinations in relation to termination of membership.
 - 4.5 To provide an intermediary forum between the Board and the Members, contributing to ensuring effective communications between the Board and the Membership.
 - 4.6 To provide approval of and be consulted upon as the case may be, in regard to the Reserved Matters as stated in the Articles of Association (16th June 2018).
 - 4.7 To appoint up to three Directors, subject to the approval of the Voting Members at the next General Meeting, to represent the National Council on the Board.
 - 4.8 To make appointments to fill any vacancies in the Elected Officers until the next General Meeting.
 - 4.9 Under normal circumstances the Members’ Assembly will be consulted with in relation to resolutions put forward to a General Meeting.
 - 4.10 Under exceptional circumstances the National Council can call a General Meeting subject to the procedure set out in the Articles (12.2, June 2018).
 - 4.11 To carry out any other functions, as delegated by the Board.
5. **Chair**
 - 5.3 The Chair shall be the elected BMC President.
 - 5.4 If at any meeting the Chair is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chair of the meeting.

6. Membership

The membership of the National Council is specified in Article 16.3 of the BMC Articles of Association. This includes:

- President of the BMC (chair)
- The Elected Officers (ex officio)
- The CEO (ex officio)
- Two representatives from time to time elected from each Area in accordance with the usual practices of that Area (“Area Reps”) and
- Up to 5 persons co-opted by the National Council (“Co-opted Councillors”).

7. Length of Term

The length of term that a councilor serves is governed by the BMC Articles of Association and specifically Articles 16.4 through to 16.9, which are replicated below:

- 7.1 The ex officio Councillors shall serve in office for so long as they occupy the office which entitles them to be a Councillor.
- 7.3 In the event of a vacancy in the office of an ex officio Councillor or in the event such person does not consent to act, the position will remain vacant.
- 7.4 Subject to Article 28.5.2 within the BMC Articles of Association, the Area Reps will serve for so long as the relevant Area determines.
- 7.5 The Co-opted Councillors shall serve in office for one year, but may be re-appointed for up to six consecutive years.
- 7.6 No person shall be eligible to serve as an Elected Officer or a Councillor unless that person is either an Individual Member or a Club Member.
- 7.7 A Councillor shall cease to hold office in any of the circumstances in which a Director would cease to hold office under Article 22 within the BMC Articles of Association.

8. Accountability

- 8.3 The President will produce a summary of each National Council Meeting that will be published on the BMC’s website and notification of its publication sent to all Members.
- 8.4 All members of the National Council will provide feedback to the appropriate body / interest group that they are representing into and from the National Council.

9. Quorum

The quorum for National Council meetings shall be not less than ten Councillors - Reference BMC Articles of Association – Article 16.11.

10. Review

- 10.1 The National Council has normal requirements to undertake a three yearly review but this will be dealt with under the transition process to the “Future replacement for the National Council”.
- 10.2 The National Council shall review itself annually, in partnership with the Board of Directors, to reflect whether or not it is representative in relation to the diversity and interests of the membership.

11. Working Methods

- 11.1 It is expected that the National Council and Board shall operate collaboratively and collectively, with a high level of trust.
- 11.2 The National Council and the Board will work towards agreeing a Memorandum of Understanding (MoU) to ensure communications between both bodies are timely and appropriate. If this becomes operational before the “Future replacement for the National Council”, it will only be referred to in exceptional circumstances.

12. Meetings

- 12.1 The National Council shall meet not less than four times each year and the timing of them shall be synchronised to that of the Board to ensure timely exchange of views.
- 12.2 The meetings shall be held in venues across England and Wales.

Appendix

Draft National Council Standing Agenda

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2. Previous Actions
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