

## Analysis of the proposed changes to the Articles of Association

The documents provided by the Board give a very high-level summary of the changes the Special Resolution will enact. We have reviewed the information supplied, along with the clarifications given on the ISPE Governance forum, to summarise the changes as follows:

### Members' Forum

- Disband the Consultative Council (CC) and replace with a Members' Forum that is not provided for in the new Articles of Association (AoA), and so can be changed/set aside without consultation with or notice to the Membership:
  - The CC are a member-elected body of unpaid volunteers who elect the Board, are expected to be consulted on for major organisational changes, and have visibility of operational proceedings to help keep the direction of the board in check,
  - The role of the CC is built into The Rules and current AoA and cannot be removed except by a motion such as this Special Resolution.
- The Members' Forum will comprise 12 members who meet the yet-to-be-defined selection criteria, 3 ambassadors, 2 commercial representatives, and 2 other stakeholders:
  - It is unclear how member applicants for the Members' Forum will be selected; it is anticipated they will be chosen by the Nominations Committee.
- The Members' Forum will communicate via WhatsApp and other social media channels, they will not be expected to interact with members on the IPSE forums.
- The Members' Forum will have a large overhead on the organisation. The leaflet describes how there will be 12 groups created around each member of the forum, in different areas of the country, with at least one dedicated member of staff from IPSE HQ supporting:
  - IPSE has withdrawn from hosting regional events due to the cost and lack of member engagement; it is not clear how they propose to remedy that with the new forum without significant use of Membership funds.
- As the Members' Forum will meet twice a year, on weekdays, IPSE has said they will reimburse reasonable expenses. Note:
  - The CC meet three times a year on a weekend. IPSE will book a hotel room and cover travel expenses for those CC who do not live within the M25. CC members are not reimbursed any other expenses that would facilitate their attendance (such as child care or loss of earnings).
- The Board and SLT will issue topics for discussion by the Members' Forum.
- The Members' Forum will not have any role in the governance of the organisation, leaving the Board and Senior Leadership Team to operate as they see fit with no checks from the Membership:
  - The Membership will only see the AGM packs once a year and have no other insight into operational performance,
  - The CC currently receive a monthly information pack that is largely the same as that presented to the Board by the SLT (some commercial and other sensitive items are redacted). This contains details of month-on-month finances vs target, membership numbers, bulk membership deals, reports on PR, marketing, research and education, and details of ongoing policy and lobbying work. None of this will be made available in the future, ensuring that the board do not have to account to the Membership which elected them.

## Nominations Committee and the Board

- The Membership will vote for the elected Board of Directors.
- Candidates for the Board of Directors will be chosen by the Nominations Committee, who will veto those candidates who do not meet the Board's selection criteria:
  - At present, the Nominations Committee can only endorse or not endorse a candidate; all members with at least 12 months' membership can have their name on the ballot paper,
  - Candidates will no longer have to be members of IPSE for at least 12 months before they can put themselves forward for Directorship. If timed right, you could enter the nominations cycle as soon as you have paid the membership fee.
- The structure of the current Nominations Committee is built into The Rules and comprises two Board members (one must be Elected), an independent chair (appointed by the Board), and two members of the CC (elected by the CC),
  - The new AoA do not define the make-up of the Nominations Committee and therefore the structure described in the leaflet, Proposed changes to IPSE's Governance, is not legally binding on the Board. The claim that two members will sit on the Nominations Committee can be easily set aside and the Nominations Committee is no longer required to have an independent chair.
- The Nominations Committee will define how the elections will operate. This means that we do not have visibility of any of the following detail:
  - The level of information that will be supplied to the Membership to help them select the right candidate,
  - The level of interaction a candidate should expect to have with the Membership to encourage their vote,
  - What will happen in the event that the number of candidates approved by the Nominations Committee is less than or equal to the number of Board vacancies.
- The maximum number of Board directors will not exceed 10 and Elected directors will always form the majority of the Board (up to 6 Elected and 4 Appointed directors) – this is down from a maximum of 12 provided for in the current AoA,
  - The CEO, in their *ex-officio* role, is in addition to this number.
- The current AoA weights the votes of Elected directors higher than votes from Appointed directors. This provision is removed from the new AoA implying that all directors' votes will have equal weighting. The quorum for a Board meeting is simply 50% of the Board present, this could comprise a majority of non-elected directors leading to risk that Appointed (non-member, non-elected) directors are voting on the business of the Organisation.

## Other changes

- Members will still be able to convene a General Meeting (GM) if they can attract the support of the greater of 100 members with voting rights, or 2% of the membership with voting rights within 28 days of posting their motion on an electronic forum (there already exists a board for this purpose). Note:
  - At present, a GM can also be called by the CC with just a simple majority of the CC (16 out of 30 CC members) – a member with a grievance can lobby the CC for support and get a GM called if the CC support their claim,
  - This means the bar for changing the Articles, or challenging the Board if the Membership loses confidence, has been significantly raised.
- The new AoA have removed the requirement for the Chair of IPSE to be a member; the Board may choose to appoint a non-member to head up the organisation.
- Term limits imposed on Directors in The Rules have been removed. A director can serve two terms of three years, take a three-year break and nominate themselves for re-election.

## References

You will need your IPSE log in details in order to view these documents.

[The Members' Forum](#) – a leaflet describing IPSE's vision

[Proposed Changes to IPSE's Governance](#) – IPSE's summary of their changes

[Proposed Articles of Association](#) – the document replacing the current Rules and AoA

[IPSE Rules](#) – document that currently defines the scope and role of various aspects of IPSE's Governance (will be replaced by the proposed AoA above)

[Current Articles of Association](#) – these will be replaced by the proposed AoA above

Your vote is important because you have to accept all of the above or reject it all. Voting against the Special Resolution means the CC and the Membership are letting the Board know that their lack of consultation on these changes is a step too far.