



The Association of Volunteer Managers AGM 2020

Special and Ordinary Resolutions Proposal Information

Introduction

There are two key proposals laid out in this paper:

- Special Resolution: Changes to our constitution (pages 2-6)
- Ordinary Resolutions: Co-Option and extension of Directorship terms (pages 6-8)

We are asking our members to consider whether they agree with the board of directors that they are appropriate for AVM.

Voting

Voting will take place at the AGM by the members who attend. During the vote you will be able to vote on each of the ordinary and special resolutions.

Special Resolution: Constitutional Changes

Introduction

A core principle for AVM is that we are a membership organisation which is run by and for its members and we are wanting to make changes to strengthen this principle.

These changes comprise:

- Increase director terms to four years
- Eligibility criteria to be able to stand for election
- Termination of board membership
- Option to increase to two years for co-opted directors
- Align Director terms to their Officer role terms

In this paper we will lay out the reasons for the change, the implication of the change to the clause, the current clause and the proposed new clause (key changes highlighted in yellow).

Proposed changes to the constitution

Increase director terms to four years

Reason for the change:

We know from experience that it takes between 6-9 months for a new board member to feel comfortable and confident to effectively contribute; we want to be able to give new

directors the space and time to become confident in their role as Director and make a positive impact.

Implication of the change:

This does not change a Director's right to step down at any time and as a board we will be looking to introduce a mechanism which will manage board turnover, including moving to a model of recruitment at 2 year intervals.

The following clause is amended:

3.4 Each Director may serve as a Director of the Association for a maximum of **3** consecutive years and shall then retire as a Director of the Association. However, any Director retiring in accordance with this article shall be eligible for immediate reappointment as a Director if his/her appointment is approved by an Ordinary Resolution of the members at a general meeting

This clause becomes:

3.4 Each Director may serve as a Director of the Association for a maximum of **4** consecutive years and shall then retire as a Director of the Association. However, any Director retiring in accordance with this article shall be eligible for immediate reappointment as a Director if his/her appointment is approved by an Ordinary Resolution of the members at a general meeting

Eligibility criteria to be able to stand for election

Reason for the change:

We know from experience that if board members have been involved in AVM prior to becoming a board member, then they are more aware of our operational needs and what we stand for. This is a new clause.

Implication of the change:

We intend to increase our communications about volunteering opportunities and also diversify how people can get involved. We are not stipulating the expectation of level and frequency for involvement in AVM prior to standing for election as a board member during the previous 24 months, so we can continue to welcome a broad spectrum of interest. This would be a matter for each current board to determine on a case by case basis, if this clause has been met by interested parties.

There is no requirement for the new board member to continue with the activities they have undertaken as a volunteer prior to joining the board, although that remains an option for them.

The introduction of this clause does not prevent the board from co-opting board members who are not members of AVM.

The following clause is added:

A person must hold membership of the Association and have been involved in the Association as a committee or project member during the previous 24 months at the time of their election to be eligible to serve as a Director, unless they are being co-opted as per the provisions set out in clause 3.7.

Proposed to be clause number 3.5

Termination of board membership

Reason for the change:

Ensuring we have a balanced and active board membership is crucial to delivering successful outcomes for AVM. As it stands day-to-day management of board issues is challenging as the current wording limits the board's ability to make changes to the composition of the board and because we have to consult with the whole AVM membership, we are unable to be as agile as we need to be,

Implication of the change:

Conversations will always take place with Directors, if a Director is willing to engage, before any recommendation for removal is made and it does require the majority of the board to consent to the removal of a Director. We already have some powers to remove a Director, and this is an additional option which could be exercised if necessary.

The following clause is amended:

3.5

e) is removed by **resolution passed by a majority of the members present** and voting at a general meeting after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views.

This clause becomes:

3.6

e) is removed **from office by resolution put before the Board of Directors and subsequently passed by a majority of the Directors members present** after the meeting

has invited the views of the Director concerned and considered the matter in the light of any such views.

Option to increase to two years for co opted directors

Reason for the change:

Additional specialist skills are required on the board of directors and this change will help to bring some stability to these areas of work and give those Directors a greater timeframe to work within and help us to manage the risk of loss of knowledge and skill.

Implication of the change:

Members will still be asked to approve the length of term (this is most likely to fall within the recruitment model we establish). The term of a co-opted director will never be longer than a full board director.

The following clause is amended:

3.6 The Directors may at any time co-opt any person duly qualified to be appointed as a Director to fill a vacancy in their number or as an additional Director, but a co-opted Director holds office only until the next AGM.

This clause becomes:

3.7 The Directors may at any time co-opt any person duly qualified to be appointed as a Director to fill a vacancy in their number or as an additional Director, but a co-opted Director holds office only until the next AGM. **The Directors may, as part of the Association's recruitment processes, make a decision to co-opt such a person for a period lasting beyond the next AGM, subject to that period not being of a duration greater than that set out in clause 3.4.**

Align Director terms to their Officer role terms

Reason for the change:

Officer roles take on the leadership and coordination role for the board, and it is very unlikely that a Director will be recruited to an officer role until their second year on the board, at the earliest. Therefore an Officer role term is likely to extend beyond a Director's term. For continuity and sustainability it is important to the Board that those in the Officer roles are able to fulfil the full length of their Officer term. At the previous two AGMs we have sought approval from the membership to extend a Director's term

to match their Officer Role term and therefore this is in line with how the membership wishes the board to operate.

Implication of the change:

Only Directors who have been elected by the membership can be considered for their terms to be extended to align with their Officer role.

The following clause is amended:

5.2 to appoint a Chair, Vice-Chair, Treasurer and other honorary officers from among their number;

This clause becomes:

5.2 to appoint a Chair, Vice-Chair, Treasurer and other honorary officers from among their number. **Where an officer role term extends beyond the appointed Directors term; the end date of that Director's term can be extended to be co-terminous with the end of the officer term. Clause 3.5 still applies in any instance;**

Ordinary Resolution: Co-option and Extension of Directors terms

Introduction

At this AGM, two directors will be stepping down - Sarah Merrington and Sion Edwards.

Karen Ramnauth's term is also due to end at this AGM, however if clause 3.4 is accepted by the membership, her term will be extended until 2021; if not, Karen will step down at this AGM. If clause 3.4 isn't accepted by the membership, the board will look to coopt her at the next board meeting, as Karen's input is highly valued and her continued involvement will ensure the necessary stability and organisational resilience is achieved.

We are seeking our membership to ratify the extension of Directorship term and Officer term for the following Officer roles:

Chair - Ruth Leonard

Treasurer - Tom Ball (this is a further co-option to a specialist Director role)

Company Secretary - Rachel Ball

These changes will ensure we have a robust board of directors to continue our work to provide a sustainable future for AVM and it is on this basis the board of directors are recommending that the following proposals are accepted by the membership.

Proposals

1. Extension of the Directorship for the role of Chair – Ruth Leonard
2. Co-option of member as Company Secretary - Rachel Ball

3. Co-option of a non-member as Treasurer – Tom Ball

Proposal information

Extension of Directorship for the Chair - Ruth Leonard

The Chair role on the Board is an additional role to a Director. Ruth's Directorship and Chair role will come to an end at the 2020 AGM, however at our March board meeting, recognising the need for continuity of leadership, we agreed that Ruth's term would be extended until 2022.

Beyond 2022 Ruth would revert to being a Director and elections for a Chair would be held. They would be eligible to stand for re-election as a Director and by the Board as Chair, but this would not be an immediate reappointment. This proposal is in line with the proposal made at the last AGM for the role of Company Secretary, which was accepted by the membership.

Co-option of member as Company Secretary - Rachel Ball

Rachel has contributed extensively to ensuring our working practices meet the legal requirements of AVM and helped shape the key areas that the organisation ought to be focussing on. As a board of directors we recognise that this year has been challenging for all and we want to ensure that we can respond effectively and confidently to those challenges by retaining vital knowledge and skills.

If Rachel's re-co-option is approved and clause 3.7 is accepted, then Rachel's term will end in 2022; if clause 3.7 is not accepted, then Rachel's term will end in 2021.

Co-option of a non-member as Treasurer - Tom Ball

We are proposing that Tom Ball is co-opted for a further Director term, as he continues to strengthen and enhance the efficiency of our financial processes and controls, as well as supporting the Board in its strategic decision making on financial matters. Both of these areas support our organisational needs as we navigate the wider societal and economic challenges we are currently faced with. Tom is a chartered accountant and auditor and works for Grant Thornton UK LLP.

Tom is a non-member however, our constitution allows us to co-opt non-members until the next AGM. Tom is related (spouse) to fellow Director Rachel Ball. The Board is aware of this, and has put safeguards in place to manage conflict of interests that may arise.

If Tom's re-co-option is approved and clause 3.7 is accepted, then Tom's term will end in 2022; if clause 3.7 is not accepted, then Tom's term will end in 2021.

End.

The Association of Volunteer Managers is a company limited by guarantee no. 6224866.

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