**Fit for the Future – Governance and Member Voice**

Since March the Board has been discussing how our current arrangements for Governance and hearing the voice of members can be made more effective. The need for change has been made more evident over recent weeks through a number of u3as suggesting the Board members, all of whom are members of u3as, are out of touch with the membership. We have been considering what changes might be appropriate to ensure that we have a Board which meets the current and very challenging charity and company law requirements, and a structure which ensures that the u3as who comprise our membership are involved in, and consulted on, those developments that effect u3as and the ways in which the u3a movement might develop in the future.

The ideas we are currently developing are not new. As long ago as 1998, a Working Party of National Executive Committee, as it was then known, recognised that as the movement grew, there was a danger of a widening gap between local u3a and those charged with handling the governance of the movement. It was recognised that the Board of Trustees must have the expertise, skills and commitment to carry out their duties and to command the respect of members. The primary responsibility of the Board then, as now, was to ensure that the management and coordination of the movement meets the standards laid down by the Charity Commissioners and that all activities are legal and support the “objects of the Trust”.

That Working Party also recognised the need for a structure that enabled u3as to be involved in the decision-making processes of the governing body. In order to achieve this, the establishment of a National Council was proposed, which would encourage better communications, would involve a greater number of members and would be responsible for developing a Forward Plan, reviewed annually, for the development of the movement.

For whatever reason, it would appear that these changes were not put before an AGM, though the paper referring to them is headed “A preview of the changes to be proposed at the 1988 AGM”. But during the following years there were ongoing discussions culminating in the establishment of the current governance arrangements in 2008.

In 2016, the question as to whether the governance structure required changes was further discussed, resulting in some changes to the Articles of Association, but no other significant changes to the Board and Committee structure we have today. The governance review undertaken in 2020 also identified the need for a radical overhaul.

It is worth noting that in 1998, there were 65,000 members in 350 local u3as and in 2008 there were 207,000 members in 698 local u3as. It is perhaps hardly surprising that a movement of 388,000 members in over 1000 u3as should find it necessary to review its structural arrangements.

Having set out the background, I will now focus on why the Board considers change is necessary and will outline the changes we think are necessary.

If change is to happen, it needs to be supported by u3as and we need to work together to work out the best way of achieving it. There will be limited time for some discussion at the end of this presentation but this is the beginning of a conversation. During the coming months there will be consultations arranged in each of the regions and nations as well as through the networks and these consultations will lead to a set of firm proposals for consideration next year. There is also a dedicated email address governance@u3a.org.uk for comments, suggestions and questions.

A question in everybody’s mind, especially after the AGM discussion, is that of cost. As yet while we are dealing with a concept rather than a firm proposal, there has not been a complete costing, but the intention is that the changes we are exploring should involve no additional costs once established, though there will be costs, such as legal advice, incurred in the transition.

**Slide 2**

As you will see on the slide, there are a number of reasons why the Board considers change is necessary now. I would add to those listed the reality of the experience of the past couple of months where it has become abundantly clear that some members have identified a breakdown in communication between themselves, their elected representatives and the u3aTrust.

**Slide 3**

It is important to note that we are not the only voluntary organisation to face similar challenges. Other federated organisations, with similar structures to the Third Age Trust have made changes to their governance structures and these changes have been welcomed in general by the membership, once implemented.

**Slide 4**

The key changes the Board is looking to implement are shown on the slide. Before I go on to explore these in more detail, I would like to invite 3 long-serving Trustees to say a little about why they view change as necessary:

**Slide 5 Jean**

When this proposal was first suggested I was a bit unsure about it. A similar idea was discussed in 2016 and, at the time, I spoke to someone who had been a Trustee when the current system was agreed. He was concerned that the Council would just be a talking shop and that the link with the Regions would be lost. However, I soon began to feel this is a sensible proposal. Firstly, because this time there is considerable clarity about the role of both the Council and the Board and the purpose of both. Secondly, because, after being a Trustee for 4 years I have come to feel that the current situation is untenable. The number of u3as has probably doubled since 2008 and with that comes far more work for the Trustee to deal with, in terms of general queries and specific issues. In 2008 in the East Midlands there was just one Regional meeting. Soon after that Networks were established and there are now 7 in my region that each meet several times a year. I have tried to attend them all, and have to say that moving to virtual meetings during Covid was really helpful! But now meetings are usually F2F again with the travel and extra time involved. The role can feel like being back at work with the accompanying stress and pressure, which really is not what any of us want in retirement. So I feel that for a Council member to have less responsibility for the Governance and Finances of the Trust, which increasingly require a considerable level of expertise, and to be able to focus on their region or devolved nation, and on the future policy of the Trust, would be of great benefit.

Those of us who are elected to the Board bring with us a wealth of expertise, developed from our experiences in our own u3as, working as a Trust Volunteer, and being involved with Networks. We have a good understanding of the u3a movement and the support that u3as tend to need. However, most of us do not have the financial and legal knowledge that, increasingly, is needed to be on the Board of a large charity.

In my region no-one has put themselves forward to be my successor. That confirms my view that the role has become too large and unwieldy and that members are not willing to give up so much time. I hope that if this new arrangement is agreed, there will be far more interest in becoming a member of the Council and having the opportunity to influence the future direction of our wonderful movement.

**Slide 6** **John**

Two main reasons I feel a restructure of the Board is needed

1. Workload of RTs

I’ve been LRT for 5 years and in that time served with a number of boards. Nearly all new RTs have struggled with adapting to the extensive responsibilities of the Role.

While they have experience of Regional activities few have knowledge of the issues to be dealt with at Board level.

I have appraised myself against the listed RT responsibilities for the role and I can only say I’ve satisfactorily achieved 9 of the 14 items.

Against the 6 listed Board responsibilities I’ve satisfactorily met 4.

This while working a full week most of the time.

Most trustees will also take on Committee responsibilities.

1. Skills required by Board membership.

The Trust depends on volunteers to fill Trustee and Officer roles. There is no selection system to ensure the skills needed to run a £3 million charity are present on the Board.

The Board requires a degree of expertise in :

Finance

Legal

I.T.

Strategic Planning

Funding diversification including legacies, grants and donations

Business Management

Many of the major charities interview and recruit based on specific skill sets for the positions on their Board and unless we adopt a similar approach I feel we won’t be in a position to successfully progress as an organisation.

**Slide 7 Valerie**

I have been the elected Trustee for Northern Ireland in August 2019. It was unfortunately that lock down due to the pandemic in March 2020 happened, and the role changed somewhat from what I had expected and envisaged. I have how completed three years and in the last year being close to normality. I have found this time to be busy, and an interesting learning experience. It is a diverse and demanding role which requires a considerable amount of commitment, which can at times feel overwhelming due to the different aspects of the role.

When I was first introduced to the idea of separating the Board and creating a “Council” of regional members, (the exact name yet to be decided), I was quite surprised and confused about the whole concept. I did however, give these proposals a considerably amount of thought and became quite sceptical and opposed to the ideas. I didn’t see the need for change, and felt that if expertise was necessary to meet the Charity Commission requirements, then this expertise could be co-opted to the Board, as and when necessary. I did express these views at a Board meeting in May.

So what happed to change my mind?

At a session prior to the Board meeting, the trustees were engaged in an exercise to break-down the various elements of the trustee’s role and write these on “post-its”. We then placed these on a Board under sections showing the different elements of the role. Two of the sections were overloaded with stickers, the governance and the regional membership services. It was clear to see the clash of priorities which make this role so difficult to manage, and it showed how diverse this role is. When giving all your attention to the Board matters, which we understand should get priority, the regional matters must be delayed or postponed, and you are left with frustrated at pulled in different directions, without much “job satisfaction”.

I could therefore, understand the justification of separating the two elements of the role, with the Board concentrating on governance, finance and legal aspects, and the elected “council” members, could then devote their time and energies to their u3a regions - the membership, u3a groups the regional support team, the volunteers and networks. This regional work experience will then feed into the Board via the “Council members”.

I think it is essential however, that there are close and strong working ties and communication links between the two entities to enable the new way of working to succeed.

I became convinced that aspects of the Board’s responsibilities could be better met by a smaller but expertly concentrated core, and the members needs and expectations met by the “Council”.

I would recommend the changes to the membership for consideration..

**Liz**

So having heard the views of some of the Trustees and how their perspectives have changed over the past months, let’s take a look at what the Board is proposing by way of changes.

**Slide 8**

The main change is the establishment of a u3a Council. Although I have referred to previous recommendations to establish a Council, it was not always clear what the role of such a Council would be – and there were concerns expressed that this would reduce the voice of members. Underlying the current change is the creation of a body enabling the effective voice of the membership in the determining the development of movement wide planning and activities, while at the same time recognising that decision making on compliance issues is better undertaken by a Board with specialist knowledge.

The aim is to enable rather than constrain the member voice and input into the future development of our movement.

We have some tentative thoughts on how the relationship between the Council and the Board would operate and the election arrangements for the members of each body. The intention is that all Council members and all Board members would be elected from the u3a membership, but with prospective Board members having to demonstrate specific skills in order to stand for election.

**Slide 9 ~~Slide 12~~**

The current Board approved the concept of the creation of a u3a Council and u3a Board at its July meeting. Some thought has been given to a potential road map for the implementation of the new structure with a view to bringing a formal proposal for revised Articles of Association to an EGM next March. In the meantime, the current Trustees and officers will be available to make presentations to the membership and to answer questions. We welcome comments that will assist in refining the plans and these should be sent to governance@u3a.org.uk

**Slide 10 ~~Slide 13~~**

So to summarise

* Establishing a separate u3a Council and u3a Board will permit the elected regional representatives to focus on UK-wide developments, including the work being undertaken by u3as in the regions and nations, and to continue to develop local support systems and communication networks.
* A smaller u3a Board, with u3a members elected by the membership on the basis of their expertise, will ensure compliance to both the requirements of the Charity Commission and Company law.
* There will be clear channels of communication between u3a members and u3a Council members.
* There will be clear protocols setting out the functions of the u3a Board and the u3a Council in order to ensure communication and sound functioning.

As this presentation is the first time the Board has shared its thinking about how we can create a more effective governance structure for the future, I recognise those of you hearing this presentation will require some time to process the ideas presented.

**SLIDE 11**

If you have any initial comments or observations, it would be good to hear them, but I would stress this is the start of an ongoing conversation that will take place over the coming months. The slides and this script will be made available on the website, together with a link to the recording of this presentation. A further presentation will be made available shortly with some more details of the possible way forward together with details of opportunities for further discussions.