



FFTF Consultation Process - Q&A

These questions and proposed answers are in response to comments made during the current FFTF consultation process at presentations, and submitted to the governance@u3a.org.uk email account.

Council Composition

1. Should larger regions/nations have more representation than smaller regions/nations?

A similar governance review in 2016 included a proposal to increase representation in regions with more u3as but it was heavily criticised by smaller regions/nations fearing that over time the movement would become dominated by one or two large regions. The principle of equal representation for each region/nation has been a cornerstone of the Trust's democratic election process for many years and unless the feedback shows a clear preference for change, the governance proposals will continue to reflect the status quo.

2. Why are networks represented on the Council? In effect voting for network reps gives some u3as two votes.

In recent years, Network Link has become an important vehicle for promoting the creation and running of networks. As such the intention of the proposal is to recognise that important role by having Network Link as a full participant of the Council. Networks themselves also serve an important support and communications role for u3as. Networks are where u3as meet to discuss those areas that are important to them, provide mutual support through peer groups, and are helpful in feeding back to groups of u3as. As networks have a different role to u3as, network representation at the Council is intended to help promote and establish their role and support wider communications throughout the movement.

3. Why 3 representatives of networks on the Council?

The proposal is for the Chair Network Link to be a member together with two other members elected through Network Link, but to be members representing networks throughout the UK. During the pilot this balance appears to have worked well but if the feedback suggest a different approach then network representation can be reviewed.

4. How will Network reps be elected?

If the proposal for 3 network reps is approved, then election arrangements will need to be worked out. The Chair of Network Link is currently appointed by the Board and the proposal is that whoever holds that title will sit as a member on the Council. The potential election of two other network members would need to be transparent, democratic and justifiable - so an electoral system would need to be set up amongst networks that is credible and recognises the wide diversity and type of networks. Only those networks that have adequate arrangements to represent their members would be able to show the necessary transparency in a vote, and elect network reps. This may be difficult for some networks and it may take time to develop the necessary arrangements.

5. Why 2 reps from each region/nation? A Council of almost 30 reps is too large to make a decision.

The proposal for two reps from each region/nation is to create a body that is truly representative of the movement. Some movements have representative bodies that are considerably larger, but the current proposal is an attempt to get a balance. Having two reps also helps to divide the workload particularly in large regions. It also ensures that if one is ill or on holiday, there is always a second rep that understands the background and processes and can still represent the region/nation. Recognising the diversity of interests on the Council, the aim would be to reach a consensus on issues, and a Council of a maximum of 27 has worked well during the pilot phase. Feedback from the consultation process will determine whether the size of the Council is about right or needs to be changed.

6. How will the two Council representatives in each region/nation work together? How will the network reps work together to represent networks?

This will essentially be a decision for the representatives to decide and for the Council to review and advise on. It seems likely that not all regions/nations will want to adopt the same approach because regions/nations currently differ with different management arrangements. It may be that regions/nations will decide to split their geographic area or operate a first amongst equals principle, particularly if one of the reps is a current trustee who will become a Council member. However, it would be important that u3as and u3a members understand the arrangement in their region/nation, that communications are clear and not duplicated, and that where appropriate, a single point of contact is clear for each u3a.

A similar approach would be needed if multiple network representatives are to be elected.

7. Why have an independent Chair?

All items that are important to u3as will be debated by the Council and consequently the entire membership would want to have confidence in the Chair. The proposal therefore included a provision that all u3as should have the opportunity to vote for a Chair.

The expectation is that all Council members would be appointed by a constituency (a region/nation or networks) and if the Chair is appointed from amongst the Council members, there is a risk that the Chair may feel bound to favour the requirements of the u3as that voted them in, rather than acting independently. An independent Chair would ensure that there is no such conflict of interest.

An independent Council Chair would also reflect the arrangements in the current and proposed future Board, where all Officers (Chair, Vice Chair and Treasurer) are elected by all u3as.

Again, feedback on this issue from u3as and networks will be important.

8. Are the heads of the strategy groups be ex officio and non- voting?

Yes. The heads of strategy groups, the Board Vice Chair, and the CEO and administrative support will all be in attendance at Council meetings to report on progress, and support the running of the Council, but only the elected Council reps will be full members.

9. Will the Council have an AGM?

No, as the Council is not a distinct legal entity within the Trust, it will not have an AGM. However, the proposal is that the Council will make an annual statement on progress about how it is representing the member voice, for inclusion in the Trust's Annual Report. The Council may also provide an update as part of the Trust's AGM.

10. If the Board decides to go ahead and issue an AGM resolution, what information will we have to enable us to make a decision?

The timetable at the moment includes the potential for a resolution to be circulated to u3as and networks in July. That resolution is likely to refer to changes to the Trust's Articles of Association which are necessary to enable the new Board and Council to be set up. These changes would accompany the resolution.

At the same time there are a number of documents that would be required that deal with the processes need to set up the Board and Council, elect trustees and representatives, and govern the relationship between the Board and the Council. All these documents would be drafted and made available to u3as in good time to enable them to make a decision, and vote at the AGM.

11. If the resolution is passed at the AGM, what happens next?

Arrangements will kick in to elect members to both the Council and to a new Board. Both processes will probably start almost immediately after the AGM. The aim would be to attract nominations during November/December and hold elections during January/February. The aim would be to provide training to both groups during March and the Council and new Board should then be able to pick up their responsibilities around early April 2025.

It is legally important that the existing Board continues in place until a new Board has been set up and is ready to assume responsibility. An organisation like the Third Age Trust must legally have a Board in place at all times.

A pilot experiment that has been running for over a year to see how a Council might function, and that will need to end. The new

representatives can then be elected and take up their roles without being influenced by what happened during the pilot period.

12. Will new members receive training?

Yes. New Board trustees in particular would require training in their legal and corporate responsibilities. However, they would also need to understand the Trust's financial and governance processes, as well as the annual reporting arrangements.

Council representatives will also need to understand the boundaries of their responsibilities as well as how to set up effective communications channels with their region/nation, and also how to manage the relationship with the Board.

13. Why are you not carrying out a “root and branch” review of the organisation?

The movement has evolved slowly over the years, and many members believe that it is important to retain its traditions and culture.

Consequently, it is considered that any change should be manageable and understandable by the members. Changing the governance arrangements whilst retaining the region/nation structure, allows u3as to continue in a familiar framework, but at the same time, the change is intended to increase representation and align the interests of the Trust and u3as more closely.

14. Is there a Plan B?

No. During the initial stage, the Board considered different approaches supported by the NCVO (National Council for Voluntary Organisations), but decided that these proposals represented the best way to proceed. There are insufficient resources to prepare parallel plans, and presenting more than one approach to u3as would have caused confusion and division.

If these proposals are not acceptable to u3as, then the Board will need to think again.

15. We need more detail about how the Board and Council will work together and what happens if they fall out?

Both the Board and the Council will work in line with strict protocols. These protocols are designed to demonstrate clarity, minimise duplication, overlap and misunderstanding.

These protocols include clear terms of reference for each body, and cross representation where key personnel from the Council and Board will attend each other's meetings to witness and where appropriate participate in topics under consideration. There will also be cross reporting where each body will receive reports with additional written clarification of any discussions that might aid consideration by the other body.

Because of the nature of business, there will be formal referrals between the bodies managed by the CEO and administrative support staff. This is designed to identify and minimise the scope for duplication or ineffective interaction between the bodies.

In addition, Away Days will enable joint annual planning day between trustees, Council members and senior staff, and the Council and Trust Chairs will meet regularly to review the progress of specific items. It is also expected that Council members, Board trustees and Heads of Departments will get together when required to review major issues of interest to both bodies, such as strategy or any proposals to increase member subscriptions.

AW Q&A 2

15/3/24

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