

## OBC Governance Project

### Preamble

At the AGM held in September 2019, the Chairman remarked that the Trustees were contemplating reforming how the CIO is organised. Subsequently, whilst progress was impeded by Covid-19, the Trustees have concluded their deliberations and now wish to put their recommendations to the members at the Extraordinary General Meeting (EGM) scheduled for 22<sup>nd</sup> September 2020.

At the EGM, members will be asked to approve new versions of the Constitution and the Articles of Association of the OBC CIO (see below). Assuming that members do approve the documents, neither becomes effective until the revised Constitution has been recorded in the Register of Charities by the Charity Commission. It is intended that the next AGM is held under the new Constitution and Articles.

This would be the first revision to the Constitution since the CIO was established in 2014.

### Trustees recommendations

The Trustees reflected on lessons learnt during the six years of operation of the CIO and also took external (pro-bono) advice. The Trustees felt that it was unnecessary to have 19 trustees for an organisation of the size and complexity of the OBC. A Trustee body of about 12 would appear to be more in-line with modern practice. Also, the Trustees have found their meetings to be not as effective as they could be with so many people in attendance – it can take a long time for everyone to have their say!

The Trustees also considered how the CIO has operated to arrive at their recommendation for the composition of the Trustee body. The model of having ex-officio trustees and directly-elected trustees was seen as sound. However, after vigorous debate, it was concluded that the number of ex-officio trustees could be reduced from ten to eight. The Chairman, Secretary, Treasurer, Tournament Secretary, Premises Officer, Conduct Officer and Education Secretary remain as ex-officio trustees: these seven comprise the three principal Officers, the three Officers who control the vast majority of the CIO's spend and the Officer with overall responsibility for behaviour. The eighth ex-officio trustee will be the Communications Secretary, a new position, seen as crucial as the CIO moves forward; in some ways, Covid-19 has made this position even more important than envisaged originally.

Under the proposals, the Chief Tournament Director, Social Secretary and Membership Secretary will no longer be ex-officio trustees but will remain Officers of the club elected by the membership.

The Trustees also concluded that the number of directly-elected trustees could be reduced from a maximum of nine to a maximum of four. To ensure a turnover of people involved in running the CIO, the Trustees recommend that directly-elected trustees can only serve for up to four years at one time (versus up to nine years in the 2014 Constitution).

Implementing these major decisions requires amendments to the Constitution and the Articles. The Trustees took the opportunity to review both documents in full and found a number of examples, particularly in the Articles, where what is written has been superseded by events or current practice, or is no longer significant. The proposed new versions attempt to record current practice.

Set out below is the rationale for the various recommended changes to the Constitution and the Articles of Association. Page numbers and Clause numbers refer to the original documents.

## Constitution

Covering sheet and Contents page	n/a	Added with consequent renumbering of all following pages
Clause 12.3(a)	Page 11	Amended to reflect Trustees recommendation on composition of Trustees
Clause 12.3(b)	Page 11	Amended to reflect Trustees recommendation on composition of Trustees
Clause 13.2	Page 12	Amended to reflect Trustees recommendation on composition of Trustees
Clause 16	Page 13	Amended to make clear that this clause only applies to directly elected trustees and that directly elected trustees can only serve for up to four years before taking a break of at least one year

## Articles of Association

Blank page	Page 2	Deleted
Revision Record	Page 3	Summarised currently proposed changes
Clause 2.1	Page 5/6	Removed the Novice and Lapsed categories of membership as no longer used and relabelled “Temporary” as “Visiting”
Clause 2.2	Page 6	Removed “and Affiliate membership” as wrong
Clause 2.6	Page 6	Amended to describe current practice
Clause 2.9	Page 7	Reworded to tie Articles more closely into the Constitution
Clause 2.10	Page 7	Reworded to reflect current practice
Clause 2.12	Page 7	Previous version was out-of-date; reworded to give some flexibility into how people may apply to be members of the OBC
Clause 2.13	Page 7	Reworded to reflect current practice
Clause 4.7	Page 8	Removed “Minutes”; in reality this is a role for the Secretary who may choose to delegate it
Clause 5.5	Page 8	Removed “Minutes”; in reality this is a role for the Secretary who may choose to delegate it
Clause 5.6	Page 9	Added “subsequently” to add precision
Clause 6.11	Page 10	Amended to describe current practice
Clause 8.1	Page 11	Amended description of Membership Secretary to reflect current practice and that there will not formally be a Membership Committee in future
Clause 8.1	Page 11	Added Communications Secretary to align with new Constitution
Clause 8.2	Page 11	Amended so that the list aligns with Clause 2.1; also added the requirement that Officers will need to be proposed and seconded before they can enter the vote for election
Clause 8.4	Page 11	Amended to align with new Constitution and reordered to become new Clause 8.5
Clause 8.5	Page 11	Reordered to become new Clause 8.4

Clause 8.7	new	Added to ensure potential trustees understand their roles and responsibilities before becoming a trustee; following clauses re-numbered accordingly
Clause 8.10	Page 12	Previously, “death” did not trigger being treated as having resigned as a Trustee which seems odd
Clause 9.6	Page 12	Updated to correct an error
Clause 9.11	new	Added to clarify how Trustees manage Conflicts of Interest
Clause 9.12	new	Added to clarify how Trustees manage Conflicts of Interest
Clause 10.1	Page 13	Removed reference to the OBC bar as irrelevant
Clause 10.2	Page 13	Corrected typo
Clause 10.3	Page 13	Amended to reflect current practice where a copy of the accounts would be provided electronically
Clause 10.4	Page 13	Change date of budget to a sensible time
Clause 10.6	Page 13	Amended to reflect current practice – for instance, not everything that Education do is approved by Trustees as a whole on an annual basis
Clause 10.9	Page 13	Removed reference to the OBC bar as insignificant; following clauses re-numbered accordingly
Clause 10.10	new	Added, as important
Clause 10.11	new	Added, as important
Clause 11.4	Page 14	Simplified
Clause 11.7	Page 14	Clause about Bar Float deleted as insignificant; following clause re-numbered accordingly
Schedule A Clause 6.2	Page 17	Minor typo