

CALLING COUNCIL MEETINGS: GUIDANCE NOTE

Council is the governing body of the Society, its members both charity trustees and company directors. It is important that its decision-making processes are robust and a key enabler for this is that members (a) know what decisions they are being asked to make AND (b) have adequate supporting papers sufficiently far in advance for them to be able to consider the issues concerned, prepare any questions for the meeting and, if necessary seek further information or advice. This requires circulation of agenda and papers no later than seven days and preferably ten days before the meeting. A decision made without proper preliminaries could be challenged.

To meet this requirement the following process is recommended:

1. 4 weeks before the meeting date the Secretary of his or her own volition circulates a Preliminary Notice Of Meeting to all members of Council and anyone else who regularly sends in reports (eg ship company and branch reps if not Council members) reminding them of the date, place and time of the meeting and asking them to provide their regular reports and any agenda items by a date 10 days after the date of the Preliminary Notice. It is usually helpful to list the reports required, even although they are the same almost every time – *Waverley, KC, MoL, Chairman, Treasurer, Membership, Archive, Branch*. Anyone else who has asked or been asked to submit a report or other business item should be given a similar reminder.
2. In the light of replies to the Preliminary Notice and soon as convenient, but no later than 14 days before the meeting, the Secretary should send a draft agenda and any reports/motions other than the routine to the Chairman.
3. The Chairman then determines the final agenda, including running order and returns it to the Secretary. This is usually pretty standard but can be varied so as accommodate one-off items, take kindred items together, ensure more important matters are higher up the agenda or to allow someone to participate in particular discussions who has to leave the meeting early. The Chairman may also add timings for each item to the agenda; these are not an absolute but confirm to him or her that there is adequate time for each item to be considered and assist in the running of the meeting, not least in discouraging the loquacious.
4. Preferably 10, but not less than 7, days before the meeting the Secretary sends out the agenda and all supporting papers to Council members only. Note that this may not be the same address list as for the Preliminary Notice because the Notice may be sent to people who are not Council members and who should not receive possibly confidential Council papers.

Notes

- A. The above covers the basic process. The Secretary also has to actively chivy people along to ensure all reports are available and a final agenda produced.
- B. It's important that the agenda and as many supporting papers as are available go out on time. Laggards can follow. It is however essential that any items that are major – eg a proposal to give a large grant -or likely to be controversial are circulated to time.
- C. At the Chairman's discretion and with Council's consent – the phrase 'with your permission I intend to....' is useful – items (with supporting papers as appropriate)

can be added to the agenda right up until the beginning of the meeting. However that is not good practice for the reasons given at the beginning of this guidance note and, except in emergency, should only be done for non-controversial items. Wherever possible extra items should be notified by email although it should be noted that not all members of Council carry mobile devices and some travel to meetings overnight or the day before. It is therefore useful to be able to circulate hard copies of anything very last-minute at the meeting.

- D. Note that Charity Commission publications Charities and Meetings (CC48) - <https://www.gov.uk/government/publications/charities-and-meetings-cc48/charities-and-meetings> - and Charity Meetings: Making Decisions and Voting - <https://www.gov.uk/guidance/charity-meetings-making-decisions-and-voting> - provide further extensive guidance/information on requirements.
