

# ICA:UK: Our Structure

March 2019



## PREAMBLE

Our current legal structure is a 'company limited by guarantee with charitable status'. This legal structure was carefully chosen 19 years ago to suit the circumstances at the time and took some significant bureaucratic effort to achieve. It can ultimately be changed or superseded if needs be but that is not simple to do, and the charity's funds would remain tied to the existing charitable objectives. This status currently implies certain responsibilities to outside bodies (the Charity Commission and Companies House) and our structure is partly intended to support us in fulfilling those responsibilities. See Annex for more details.

Within that context and alongside strategic and programme developments, there has been an ongoing discussion on the most appropriate structure both to support our work and to build the ICA:UK community. This paper is the result of that discussion.

## 1. Our ambition

ICA:UK aims to maximise its contribution towards its mission primarily by working with others. In this regard, ICA:UK is both an organisation in the formal sense, and a network/coalition of like-minded individuals who share its values and (often) do work on its behalf. Success depends on us establishing a single community, a large group with a common endeavour and well-defined ways of collaborating and communicating, rather than an organisation and its partners/clients/deliverers which remain fundamentally separate.

In this context, we work to develop and maintain a close relationship between the network and the organisation, building on our mutual enthusiasm and energy to ensure that the mission can still be carried out. Collaboration and partnership are central to this, and crucial for the growth in impact that we seek.

## 2. Our Structure

Our structure is designed to support the building of our community and to facilitate the work we do. It represents a combination of four influencing factors:

- a) the relevant legal requirements which govern us
- b) our own values
- c) a desire to enable and support everyone engaged with ICA:UK to make a contribution towards the mission, and
- d) our wish to make sure that all the relevant voices are heard in any decision-making process.

### 3. How we work

The new structure of ICA:UK is designed to maximise the involvement of the group of people committed to the organisation and its mission, and to give them greater say in the decision-making processes which determine the organisation's direction and priorities.

While **the Board** continues to be the final decision-making body for the organisation in relation to governance (strategy, policies and finance) **the Core Group** will bring together all the key players in the organisation's sphere of influence to provide ideas, develop projects, explore possibilities and formulate ideas and proposals for the Board to sign off.

Once a project is approved, the staff will liaise with the Project Leader (who may already have been identified by the Core Group) to finalise the arrangements for finance and implementation.

In addition to the defined roles of the component parts of our structure, we rely on effective communications within and between the structural and individual elements by:

- Having a communications platform for use within the network
- Incorporating a password-protected area in the new website for Lead ToP Trainers to facilitate their access to resources and to share tips, lessons
- Exploring new forms of partnership for mutual benefit of ICA:UK and third parties

### 4. Core Structural Elements: Definitions, Characteristics and Functions/Roles and Responsibilities

#### 3.1 Members

**Definition:** Members have a key place in the current legal structure. Membership gives the individual the right to vote at General Meetings. Their role is to appoint the Trustees who govern the organisation and make decisions about its funds.

Membership is encouraged for Trustees, Associates engaged with ICA:UK for six months or more, Staff and Core Group Members of ICA:UK. Membership would be voluntary and seen as a privilege and responsibility that usually comes with the signing of any contract or agreement for training / consultancy services which exceeds six months by Board members, Staff, Associates and Core Group members. It would be an agreed part of the relationship and would require a small annual payment by the individual concerned (a minimum of £1), which may be bundled into other fees such as a licence fee.

## 3.2 ICA:UK Board of Trustees

**Definition:** Trustees are members of the ICA:UK Board, with roles and responsibilities as set out in the 'Memorandum and Articles of Association: the charity's governing document (see Annex for more detail). Trustees will be involved in Core Group discussions, and provide approval and support for initiatives proposed by the Core Group

### Board of Trustee Meetings

The Board meets 4-6 times per year (once per quarter), mostly virtually by teleconference or video-conference and at least once a year face to face. The Chair, who, is chosen from among the Trustees can invite non-trustees to observe and / or participate in discussion but if a vote / decision is required only trustees would vote / decide. Staff members typically attend Trustee meetings.

## 3.3 The Core Group

**Definition:** An active group of engaged individuals who work actively to create (and deliver) new projects and be more closely involved in the development of the organisation. The Core Group is a Forum for the generation of new ideas, collaborations and products. The members of the Core Group:

- Devise and lead new projects which further ICA:UK's purpose and mission
- Participate in existing projects and programmes
- Enable multiplier effects by linking with, engaging new partners
- Discuss and develop proposals for new initiatives with Board members
- Support the ICA:UK staff and trustees in driving the organisation forward.

Membership of the Core Group is open to ICA:UK Associates (trainers and non-trainers), Board members, staff and stakeholders (people who may bring a particular expertise or connection to the Forum) who agree to work together on a voluntary basis, working actively to create new projects and be more closely involved in the development of the organisation.

Subsequent delivery of planned and approved projects could also be done by Core Group members, but in their capacity as Associates, Board or Staff members. For those not already members, they will normally become Voting Members when joining the Core group.

### Meetings

The Core Group meets as required, perhaps 3-4 times per year (with at least one alongside the AGM).

### 3.4 Associates

**Definition:** Individuals whose commitment and expertise enable them to contribute to the ICA:UK mission through specific activities or pieces of work (often, but not necessarily, paid). Associates who have a contract/role that extends for six months or longer will be invited to join the Core group and be Voting Members. Those with shorter contracts but who wish to join the Core Group will be able to do and will become Voting Members upon joining. They are the prime deliverers of ICA:UK courses and programmes.

There are two types of Associates:

- a) **General**- as described above and whose relationship with ICA:UK is governed by agreement (to replace the earlier Freelance Associate Policy)
- b) **Lead ToP trainers** who have successfully completed the ToP Trainers' Journey and subsequently maintained their status. Recognition as a Lead ToP Trainer comes with the signing of an annual Agreement with ICA:UK to affirm their status and govern their practice.

### 3.4 Staff

**Definition:** Individuals employed by ICA:UK. Voting Members of ICA:UK after the contract is signed, if willing. Terms and policies are set out in the Employee Handbook.

- Accountable for implementation of decisions made by the ICA:UK Board
- Undertake the day-to-day management and practical delivery of the organisation's activities
- Manage and monitor the organisation's finances
- Support the organisation's core activities
- Support the functioning of the Board and Core Group, including implementing and/or monitoring decisions made

### 3.5 Friends

**Definition:** Friends of ICA:UK is open to everyone who supports ICA:UK's purpose, values and work and wants to be part of a community supporting that. There is currently no legal role in the charity. It is possible to be a Friend as well as a member or trustee.

This includes Associates who have agreements of less than six months. In return, this community of friends will be updated on latest developments, be invited to become more involved, attend ICA:UK events (virtual or in person), etc. It is proposed that Friends be requested to contribute a minimum of £20/annum, or £30 for a couple. For those who wish to donate more, they will be offered the opportunity to designate their donation towards a specific programme or activity.

With their agreement this category can include Sponsors of the Village Volunteers programme and the Tujiendeze Youth Trust Fund, who will continue to receive the Village Volunteers Newsletter twice a year, thus providing some accountability for how their donations are being spent.

### **3.7 Partners**

**Definition:** Organisations, networks and groups whose purpose and values are in alignment with ICA:UK who work with us on project(s) of mutual interest and benefit for a period of time. This includes fellow members of the ICA International network.

## **ANNEX I: Legal Requirements**

The functioning of the Board, election and terms of Board members, their roles and responsibilities are laid out in the Memorandum and Articles of ICA:UK, as approved by both Companies House and the Charity Commission. Trustees are also ICA:UK company directors and their contacts are submitted to both regulators and their names are normally published on both websites.

### **Trustees**

1. Trustees exercise all the powers of the charity, such as entering into contracts, spending money and employing staff.
2. Trustees are normally elected by members of ICA:UK at the Annual General Meeting and serve for a three-year term (which can be extended if agreed by the members).
3. Trustees can be drawn from within and beyond the ICA:UK Members and Friends but should become voting members on election.
4. Three trustees are required for a quorum but at a minimum there must be two trustees, and the last two cannot resign until arrangements are made to appoint a new trustee or trustees.
5. Trustees have a lot of power and that is why an engaged membership is important, as members should only appoint fit and proper trustees.
6. Trustees are volunteers and should not have financial interests in the decisions they make, [although they may take on training roles for ICA:UK and therefore should exclude themselves from voting on matters which could be seen to alter the focus of the training programme in their favour.]
7. Trustees have the power to bring additional Trustees on to the Board for a temporary period, for example to fill a sudden vacancy or to bring in expertise required for a specific task. Any temporary Trustees would not stay as trustee beyond an AGM without the agreement of Members
8. Trustees are accountable to the Charity Commission and Companies House for fulfilling the necessary requirements of our registration (including the submission of the annual returns, holding an AGM, etc.)
9. Trustees are accountable to the members for the organisation's wellbeing and direction
10. Trustees are responsible for organisational finance, deciding on investments in projects, staff etc. [The Chair and Treasurer have a routine role as bank account signatories, checking and authorising payments via online banking.]
11. Trustees take care of significant HR issues (recruitment, termination, discipline), including supervision of the Director
12. Trustees define and approve organisational policies, e.g. Health and Safety, Diversity, Safeguarding, financial procedures
13. Trustees are guardians of the organisational mission and values

N.B. Failure to comply with Charity and Company regulations (as appropriate for organisational size) can lead to sanctions such as being disqualified from being a company director or trustee in other organisations.

However trustees financial liability is limited, like that of members, to no more than £1, unless there has been very serious negligence or criminal action by an individual trustee.

According to our current legal governing document, applications for **membership** can be refused by the Trustees. Note this is a standard rule which is designed not to stifle dissent but to prevent a hostile takeover of the charity funds by a sudden rush of applications, and it has not previously been used by ICA:UK. It does mean the Trustees are effectively empowered to decide about who membership is routinely offered to. Membership applications falling outside the agreed criteria could then be decided on by the Trustees on their particular merits.

The current limited company legal structure means that although **members** have a responsible role, their financial liability, in case things go badly wrong and the charity closes down with debts outstanding, is no more than £1.