



# THE SOCIETY OF DYERS AND COLOURISTS

Incorporated by Royal Charter

## SUMMARY OF MEMBER AND REGIONAL COMMENTS ON PROPOSED GOVERNANCE CHANGES IN THE SOCIETY

### 1. Summary

The proposal for changes in governance has generated wide ranging comments from a limited number of Society members and regions. Some of the comments were not related to governance, being concerned with society activities and staff, and will be noted for action where relevant by the appropriate committees.

Many comments on the governance proposals were very helpful but the consultation process has revealed what many Trustees already knew, that a majority of members are unaware of the detailed structure and operations of the Society (Figures 1 and 2). There is clearly a challenge for us to communicate better but we should also recognise that many members have verbally expressed support for the governance changes but felt that a written response was unnecessary.

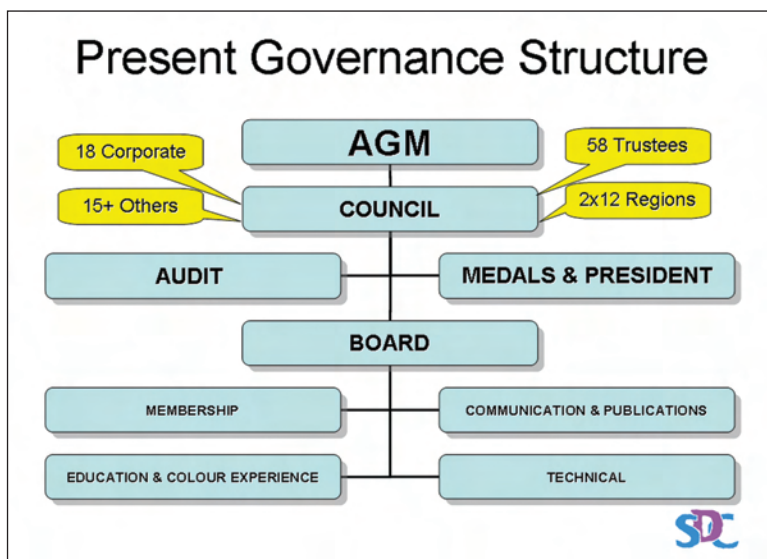


Figure 1

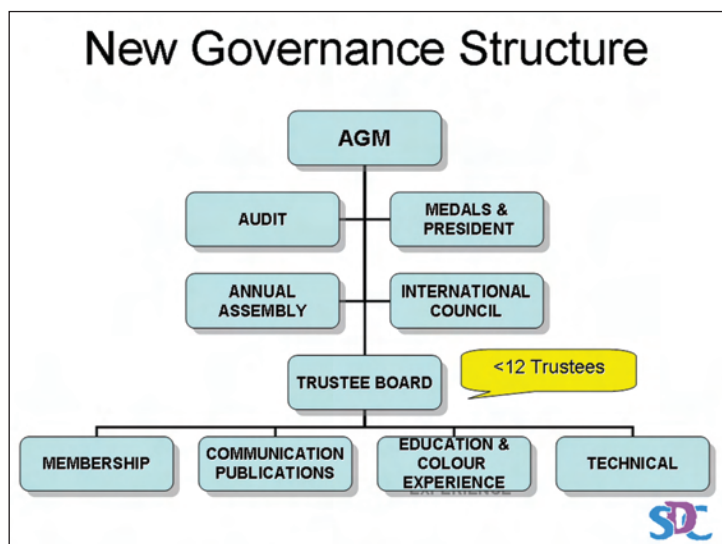


Figure 2

## **2. Specific Comments**

The comments below are a summary from the ColourClick Forum and from direct communications to Trustees and Society Staff.

### **The current Board is too small.**

I believe that this is a reference to the small number (6) of voting members and will be addressed in the new structure by the Board having at least nine voting members.

### **The new Board needs to represent all interests and activities of the Society.**

In addition to specific skills that have been identified for each Trustee on the new Board, there will be identified responsibilities for specific interests and activities.

### **What is the mechanism for electing the Board and its Chairman?**

#### **What are the selection criteria for the new Board members?**

These questions were posed, possibly because it was felt that the current system of electing Board members was not open. Details for electing the new Board have not been finalised but it is recognised that an open system is essential. It may be that finding suitable and willing candidates for the specific roles on the Board will be the most difficult task in implementing the governance changes.

To ensure that there is an effective constitution of the Board, a matrix of necessary skills and personal attributes will be drawn up for each position and nominations sought that meet those criteria.

### **Why should the Nominations Committee be responsible also for medals and awards?**

The implication in this question is that the NC would consist primarily of members of the Board and nominations for awards would come from a limited base of contacts. The NC would have only the Chair from the Board as a voting member, other members with voting rights being elected. A proposal is that one might be elected by each of:

- Non-UK regions
- Technical/Special Interest committees
- Global regions
- UK regions

Additional, non-voting members will be the Hon. Treasurer and Hon. Secretary. As is currently the case, nominations for awards will be sought from all regions.

The function of NC in seeking nominations for and making awards is also more efficient in the use of members' time.

It was suggested that the President attend Board meetings but without a vote, so they were aware of policies and decisions that might impinge on their role.

### **Why is the President not a Trustee? The role of President has been greatly diminished.**

The position of President is still the most prestigious that the Society can bestow on a member. Although the role now involves less administrative work, it is still onerous. The difficulty in finding candidates for the position would be even greater than at present if additional responsibilities were included.

### **Governance changes are being driven by Charity Commission demands.**

Changes to the Society's governance were discussed and initiated before recent modifications to charity law. Even though it is likely that the Charity Commission would favour the changes, they have had no direct impact on the Working Group recommendations.

### **There is a need to maintain member representation.**

This is a topic that concerned the Working Group and no ideal solution has been developed. It should be recognised that member representation is already limited, primarily to those on regional, technical, special interest and operational committees. The view of the Working Group has been not to achieve the same level of representation but how to extend it. It is proposed that each Trustee will take responsibility for communication with at least one region to act in a similar manner to the current regional representatives on Council. The Audit Committee will also report annually to the AGM.

### **The Audit Committee structure is incestuous.**

The AC is responsible to the Charity Commission in UK and Society members for monitoring the operation of the Board. It must therefore be completely independent of the Board but requires on it members that have experience of the Society's operations and can monitor effectiveness of the Board and its members. The proposed constitution (Hon. Sec. Hon. Treasurer, President Elect and Immediate Past President) of AC reflects this need but can be supplemented by a further two members to be elected.

### **All members of the Audit Committee should be in employment and not retired.**

This comment could also be made of other Society committees but is an ideal situation that can not be realised in practice. Despite the efforts to recruit younger members, who are still gainfully employed to AC and other committees, they have not been completely successful. There is a view that increasing the relevance of the Society to employers of members could change this situation.

### **Is there a deadline for the changes?**

There is no deadline for the governance changes, which allows plenty of time for the Society to ensure that full consultation is completed. Given the forthcoming retirement of the CE/GS, it will be beneficial to have his successor in place before any vote is taken.

### **What is involved regarding the Society's Charter?**

The current Charter requires only that the necessary changes to Society By-Laws are approved by Council before submission for approval to the Privy Council and then are passed by a simple majority at a General Meeting. It is unlikely that Privy Council will object to the changes but Trustees will probably wish to have more than a simple majority at a General Meeting to confirm them. Details have not yet been decided.

### **The tenure of President is too short.**

The current difficulty in finding nominees for the position of President could be exacerbated if the tenure was longer than one year but there is general agreement with this comment. There is no reason why in future the term of office could not be increased.

### **Will there be funding for officers of overseas regions to participate in the Society AGM or the proposed Annual Assembly?**

Business conducted at the Society AGM is normally voting on matters that have already been subject to discussion. Given that there are facilities for proxy votes at an AGM it is not anticipated that attendance is necessary, unless the officer has other important business to conduct. The concept of an Annual Assembly was put forward to give all members in the regions the opportunity to attend, when the Assembly was held in their region. By linking the Annual Assembly to a conference or seminar it should be possible to ensure that it is held in turn in non-UK regions and the UK.

### **Why do members now get less from the Society for their membership fee?**

As with other membership charities much of the Society's income is allocated to its charitable activities. Ways of reducing the cost of providing benefits to members is constantly sought but presently exceeds the membership fee.

*P A Duffield  
February 2008*