

I want to say a bit about Governance, as it seems to have been mentioned quite often in relation to the Board of TLCCH, but many people seem not to really understand what it means. Talking about governance can all feel a bit dry and legalistic, but it basically means setting up a good set of rules (embodied in the governing document, often called the constitution), and then making sure everyone with a role in the organisation follows them, for the benefit of the organisation/Society. When an organisation is new, the Directors are the people who set it up – the founder members. They can appoint (co-opt) other people to help them with their role of managing the organisation, and gradually it is expected that more Board members will be elected to help with the Governance role, usually at the first AGM.

Good governance is the “Establishment of policies, and continuous monitoring of their proper implementation, by the members of the governing body of an organisation. It includes the mechanisms required to balance the powers of the members (with the associated accountability), and their primary duty of enhancing the prosperity and viability of the organisation”

<http://www.businessdictionary.com/definition/governance.html>

Following the successful public campaign to persuade Calderdale Council to think again about the sale and destruction of the Todmorden College Building, the founder members of TLCCH took advice about what legal framework to use - mostly a decision on whether to be a Community Benefit Society (BenCom), or a Charitable Community Benefit Society (CBenCom), before formally setting up as the latter. We also looked at different types of model rules – rules that have been written to cover all but the most specialist circumstances, and already approved by lawyers – to decide which would be best for the sorts of things the Directors and our community wanted to do with Tod College after the Asset Transfer. Using model rules means that there are no worries about everything being legal, and about everything necessary being included, and it also saves money by not ‘re-inventing the wheel’, as all points in the rules have to be legally approved.

The Rules, or Constitution of a CBenCom are the Governing documents. These set out how the business of the CBenCom is to be conducted and more information can be found here <http://communityshares.org.uk/resources/handbook>

Sometimes the charity’s directors are given other titles, such as governors, councillors, management committee members or trustees. The title used is usually in the charity’s governing document. At TLCCH we are using the terms Director, and Board member.

What matters is the role, not the title. Directors have specific duties that are set out in the constitution (the governing document). Here is a helpful document that tells you more https://www.uk.coop/sites/default/files/uploads/attachments/essential_society_director_0.pdf Directors must act collectively to govern the charity and take decisions. Together, the directors are described as the Board. Directors have no authority to act on their own unless this has been authorised by the Board as a whole.

The Board of TLCCH set up a constitution, registered it with the Financial Conduct Authority (FCA) and set about developing the framework of policies and procedures with which to govern the new organisation.

All organisations should use frameworks to assure the quality of the work they do. Being a good quality organisation means that you are operating in a manner which is safe, legal and viable. Recommended for organisations like TLCCH is a quality assurance framework known as the Visible Standards. The standards are endorsed by the Charity Commission and would be expected to take a minimum of 9 months to complete and are usually completed after the organisation begins trading.

Events leading up to the resignations from the Board

Following the agreement from Calderdale borough Council to offer the college building in asset transfer to TLCCH the Board expanded by co-opting four new Directors and allowing a further co-opted member to participate in the work of the Board. However, in May three of the Directors (and the one co-opted member) resigned. The organisation had been in existence for less 14 weeks – not in any way enough time to get all the governance documents in place. However, remaining Board members were accused of a lack of governance (among other things dealt with elsewhere) by those who then resigned, despite the fact that the Board did have in place a constitution and was working its way through setting up policies to govern that would be needed as the Asset Transfer took place.

There had been some arguments within the Board about Directors organising events without agreement from the Board, not keeping proper records, and making decisions independently that had not been agreed at Board level. These behaviours are definitely not constitutional, and standing up against them does not show lack of governance, quite the opposite. In an effort to resolve misunderstandings that were arising in Board meetings about governance, the Board set up a meeting with an agreed independent organisation. This did not help those who subsequently resigned to understand what governance means and that its implementation takes time and that this was what the Board was attempting to do, but it is evidence of good governance. The Board set up mediation (again with no resolution) with resigned members after the resignations, which also shows good governance.

The Board also asked the admin of the Facebook site 'TLC for Tod College – join the conversation' to close down the site as this is not an official TLCCH Facebook page and was set up without agreement from the Board. The official page is 'Todmorden Learning Centre'. However, the admin refused to do this. Making this request is also a sign of good governance, in order to remove confusion in the public domain and prevent bringing the organisation into disrepute.

Governance is hard. It challenges the best of us to really understand what the role of Director really means. For this reason a range of help and advice is available to new organisations such as TLCCH. As it became clear that there was a difference of viewpoint help was offered, and taken up as described above, but unfortunately those resigning remained dissatisfied.

Despite what has been said, we have never seen any evidence to support the accusation of lack of appropriate governance. However, unfortunately for the remaining Board members, and for the achievement of the project, if such accusations are said enough on social media and in the press, some people might think they are true. This was a very tough call for a fledgling organisation and volunteer Board to manage. We took a decision in the interests of the organisation not to respond to comments on social media in an attempt to limit the amount that the organisation was brought into disrepute.

As well as taking to social media and the press, those resigning from the Board generated the 10% of members required by the governing document to request a Special General Meeting. We took the fact that the Board easily won the vote of no confidence proposed at this meeting as encouragement by the majority of members that they supported the Board rather than the views expressed by the resigned Directors and co-opted Board member.

Moving forward

It is fair to say that since the resignations, the Board has been able to get on with its role of governance very well, and in record time has produced a Visible Standards document, mostly due to the hard work of Jan Peter, accompanied by a suite of the most important policies. In the 27 weeks since the resignations, despite having to deal with an orchestrated campaign against the Board in social media and the press, the Board now has a draft Visible Standards document that enshrines all the policies a reputable organisation needs to have in place in order to govern correctly. As part of this it has a Lettings Policy that has been agreed through consultations with members, and the first decisions about who can lease and hire the College after the Asset Transfer have been taken by an independent Lettings Panel.

Some individuals and organisations were led to believe that these decisions could be taken before the Lettings policy was agreed, by Directors and co-opted members who have since resigned. I hope it will now be understood why this could not be done, and that the Board of TLCCH has worked exceptionally hard and quickly to reach this point.

The Board has also been demonstrating good governance by organising the Special general meeting and the AGM in due time, by listening to the request for an independent Chair, by publishing documents on the website, and by seeking advice from professionals.

The Board of TLCCH remains committed to securing the Asset Transfer of Todmorden College to our community. We are all volunteers, some with full time jobs as well, but we undertake this work (averaging 10 hours per week, more for some of us) because we believe it will benefit Todmorden and the wider community, and we believe TLCCH should exist. Please keep supporting us, and come and meet us at the AGM. Together we can do this!

Barbara Jones