

Explanatory Note for Motions proposed to AGM 2020 by the NEB

Introduction: The NAC and the NEB considered recommendations of the Governance Review Committee that three immediate changes to the ICA Constitution should be proposed to the 2020 AGM. Motion 1 is to solve the issue where some Guilds are unable to comply with the Constitution. Motions 2 & 3 are to rebalance the structure of the ICA and make it more effective and accountable to the members as a whole. The current Constitution mandates a maximum 17 Directors, then lists 18 who must be on the NEB. This error must be amended in any event.

Motion 1 - Guilds: There is a need to streamline the constitutional requirements placed on Guilds with regard to Committee make-up, and shifting much of the prescriptive requirements to the handbook, where it becomes guidance for the Guild rather than requirement. This will immediately make it easier for Guilds to comply with the ICA Constitution and give the Guilds a greater autonomy as envisaged in the Constitution. Finally, as the representative Committee of members, it is the NAC, and not the NEB, that should have a role in Guild registration. The Constitution should be amended to enable this. **If passed at AGM 2020, Motion 1 will come into effect immediately.**

Motion 2 - National Advisory Committee: The NAC is the elected ICA body directly representative of all the members. The ICA Constitution and Structure should reflect this and some changes to enable that to happen are proposed in Motion 2. Firstly, the name of the NAC should reflect its role as the primary representative of members and the activities of ICA. And its role as a representative body should be strengthened and rebalanced to give power back to the members to determine the direction of ICA, and it should become essentially the powerhouse of ICA. The title of NAC should be changed to “National Representative Body” to underpin this.

As the National President is the primary elected representative of all the members, she should Chair the primary representative body for members, which will be the National Representative Body (current NAC). In addition, the Federation Presidents should elect a Representative of Federation Presidents who will serve on the NEB as a Director (what the current Chair of the NAC does) . In future, the NEB would report to the NRB (NAC) regularly and to all members at the AGM. This will streamline the ICA structure and provide a direct line of accountability from NEB, through Federations and back to Guilds. Other aspects of Motion are just to clean up the Constitution to reflect the changes. **If passed at AGM 2020, Motion 2 will come into effect at AGM 2021.**

Motion 3 - National Executive Board: The NEB is the body legally charged with running the business of the ICA, and ensuring compliance with all legislation, financial and governance requirements. It is a Company Board. It is not a Representative Body, and so should not be involved directly in Member, Guild and Federation activity on a regular basis. That is the role of the National Representative Body (now NAC). The Charities Regulator has issued guidance that Boards should have up to 12 member – the ICA Board is currently too big to carry out its remit effectively and we propose it is reduced to 10 Directors, and should contain a mix of elected Directors (4 Officers + 4 Regional Presidents), and up to 2 Directors co-opted for particular skills ICA might need at any time.. This will enable ICA to comply with the Charities Code – which we are legally obliged to comply with. The role of the NEB will be focused on the legal duties of a Board. A detailed Governance Manual to clarify Board roles, responsibilities and procedures is currently being compiled. **If passed at AGM 2020, Motion 3 will come into effect at AGM 2021.**

In summary, the three motions are designed to:

Provide Guilds with flexibility not allowed under the current Constitution

Strengthen the NAC Representative Role and Structure

Streamline the NEB Governance Role, Structure and Accountability