

Discussion paper - Revised Version - Adherence to Constitution implicit

Delegation of powers from the WDCO Board to its Executive Committee

This paper has been amended following the Board discussion in November 2024 and reflects the views of the Board.

It has been further revised following the assistance of an Executive member who used an AI tool to ensure these proposals do not breach the Constitution.

The WDCO Constitution says:

D1 There shall be a Board which shall direct the affairs of the Organisation in accordance with this Constitution. The Board may exercise all the powers of the Organisation.

F3 The Executive Committee may exercise such powers of the Board as are delegated to it by the Board. The Executive Committee will progress the work of the Organisation between Board meetings. The Executive Committee will report back to the Board on any decisions made and work done since the last Ordinary Meeting of the Board.

Further, the Constitution describes the role of the Chair as follows:

E11 The Chair shall seek to ensure that:

- (1) the Board's business and the Organisation's meetings (whether of the Board or the Public Forum) are conducted efficiently;*
- (2) all Board Members are given the opportunity to express their views;*
- (3) the Board delegates sufficient authority to its committees, the Chair, remunerated personnel (if any), and others to enable the business of the Organisation to be carried on effectively between Board meetings;*
- (4) the Board receives professional advice when it is needed;*
- (5) the Organisation is represented as required; and*
- (6) the Organisation's affairs are conducted in accordance with generally accepted codes of performance and propriety;*
- 7) the Organisation provides timely reports to funders.*

The Constitution is thus clear that it is the Board which directs the affairs of WDCO, and that the Executive Committee's role is to enact the work of WDCO as delegated to it by the Board. The Chair shall continue to ensure that Board meetings are conducted efficiently, with opportunities for all members to express their views, as per Clause E11 of the Constitution.

In the recent past there has been no discussion of what powers the Board wishes to delegate to its Executive. Indeed, the Executive often behaves as though decision-making powers reside with it, and it sometimes acts as though it is leading the Board, rather than following it. There is also no formal reporting mechanism, also required within F3 of the Constitution, to ensure that the Executive keeps the Board informed of its actions between meetings.

The following represents the delegation wishes of the 2024 Board. It is proposed that this is trialled for three months and then reviewed.

1. The Board is the superior decision-making body of WDCO and the Executive exists to carry out its wishes between meetings. Final decisions are taken by the Board.
2. The Board has the responsibility for and should take a proactive approach in setting the agenda and strategy. The Board encourages collaborative agenda-setting, where issues requiring motions or

resolutions are discussed between Board and Executive members to ensure alignment and effectiveness.

3. The Board may delegate tasks to the Executive, specifying deliverables and timelines where appropriate. These should be clearly recorded in the Board minutes for transparency and accountability. In practice, this can be done in a number of ways. For example, but not exclusively, during WDCO Board discussions which cannot be concluded (for various reason, such as lack of time, information etc.) the Board may agree to ask the Executive to provide the next Board meeting with a solution. Thus, the Board minutes could include a note of the question it wishes the Executive to answer, or the information it wishes to be found. It may be that the Board minutes include a table outlining all the tasks required of the Executive by the Board, with a deadline for completion. Such a table would need to be produced within a shorter time period than the minutes to allow the Executive to carry out its tasks.
4. Having in mind the monthly meetings schedule, the Board also needs an effective way of managing urgent matters which arise between meetings (e.g. the recent rent issue). We need a solution which aligns with existing provisions. It is proposed that the Chair may facilitate email discussions to gather input. Any decisions will be ratified at the next Board meeting or through a special meeting convened if necessary.
5. The Executive shall strive for consensus in decision-making. Where consensus cannot be reached, decisions will be made by majority vote as per Clause D46 of the Constitution.
6. The Chair shall ensure that the Executive's actions are reported to the Board at each meeting, as per Clause F3 of the Constitution. The Chair should report back to the Board each meeting outlining all actions completed by the Executive since the previous Board meeting, and seeking approval for any decisions proposed by the Executive on behalf of the Board. This does not mean that issues will be debated again unless there is significant disagreement with the Executive's actions.