

Discussion paper

Delegation of powers from the WDCO Board to its Executive Committee

This paper is provided simply to encourage discussion at the Board meeting of the relationship which the Board would like with its Executive. It also seeks to outline a proposed way to delegate powers.

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 role of the Chair is to ensure the Board's business is conducted efficiently and with regard to all views. That is, the Board is the superior body which the Executive serves in its endeavours, the Executive does not lead, it follows.

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 author puts the following proposal up for discussion and approval:

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 not the Executive.
2. This means that where there are any WDCO Board discussions which cannot be concluded (for whatever reason) the Board may agree to ask the Executive to provide the next Board meeting with a solution. Thus the Board minutes should include a note of the question it wishes the Executive to answer, or the information it wishes to be found. In some cases the Board could instruct the Executive to finalise something within certain parameters if a decision is needed quickly. 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.

3. 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.
4. Issues requiring motions or resolutions should emanate from the Board, not normally from the Executive. While the Constitution allows the latter, we need to focus more strongly on direction being set by the Board rather than the Executive.
5. We need to think how the Board manages urgent matters which arise between meetings (e.g. the recent rent issue). The author suggests that before any action is taken which commits the Board to a position, an outline is sent by email to all Board members - not for discussion, but for simple agreement. If there is significant disagreement, the Board returns the matter to the Executive for further work, otherwise the urgent action continues as proposed by the Executive.
6. As far as possible matters under discussion by the Executive should be agreed by consensus rather than vote since the Executive, by dint of its size, may not be fully representative of the Board or the estate.

It is hoped that this proposal can be discussed by the full Board in a way which results in a consensus position. This means that disagreements are discussed, and differences examined, with the aim of finding a position where both sides can agree. Ideally, a vote should not be necessary since this would mean that one group is wishing to impose its views on another.

Oonagh Gormley
November 2024.