

NFWI – constitutional changes

FAQs

On 23 November 2020, federations were invited to begin consultations with their WIs on proposed constitutional changes to the governing documents of NFWI, federations and WIs. The consultation closed on 20 January 2021. These timescales were based on the opportunity presented by a piece of emergency legislation. We would like to take this opportunity to thank all those members who engaged with the consultation process and provided valuable feedback. We appreciate the challenges with engaging with this process at the current time but we were so impressed with the detailed and thoughtful feedback which was shared and would like to pass on our thanks to all those who helped deliver the consultation and who provided their feedback.

This feedback has been reviewed and either incorporated into proposed changes or shared with the relevant NFWI Committees so that it can inform their wider work. The additional changes made to the governing documents to reflect the feedback received have been summarised below (and you will also have received a final version of the relevant documents).

100% of federations that responded to the consultation expressed support for the measures on behalf of their federation boards and WIs. Despite this, some individual objections were formally noted from WIs and/or individuals within federations, in relation to some or all of the proposed changes. Additionally a number of questions were raised about the intent of the changes.

We have set out answers and clarification in relation to various key themes and questions which arose below. This is a “living” document and may be updated as necessary prior to the NFWI meeting on 1 March 2021.

1. What changes were made as result of the consultation?

We received specific feedback from 60 federations and 2,051 WIs. This feedback was collated into an extensive document which was reviewed by our solicitors and presented to the NFWI Board. Where comments were directly related to the proposed changes these were reviewed and, where possible, incorporated into the governing documents. Where comments related to issues outside of the scope of this consultation these have been formally shared with NFWI Committees to inform their work. The NFWI would like to pass on its thanks to all those who shared their thoughts on the proposed changes.

The key additional changes made to the proposal as a result of the feedback received are as follows:

- Amendments to the WI constitution to clarify that where an Annual Meeting is postponed or delayed (or not held in a particular year), the Committee will stay in place until the meeting happens (except insofar as any of them leave, or are removed etc.);
- Amendments to the WI constitution to clarify that other online means, as well as email, can potentially be used for member voting in advance of Annual Meetings or Special Meetings;
- Confirmation that payments from the WI account must be signed “or authorised” by at least two authorised persons;
- Removal of references from the governing documents which indicated that the pooling of fares would only apply to the costs of *physically* attending a meeting. Though it must be stressed that this removal simply allows flexibility and does not mean that all costs for other methods of engagement will be covered.

- Clarification that a potential trustee's written consent to act can be received electronically;
- Reflection of comments received that requiring that individuals "hear and be heard" in order to participate in a meeting is potentially discriminatory and amendment of these references whilst still incorporating this standard legal phraseology; and
- Various typographical / semantic changes and final checking of any cross-referencing.

The list above provides a summary of the material changes made to the proposal as a result of the feedback received during the consultation. However a number of key themes emerged which we felt it might be helpful to address below.

2. Do the changes risk excluding people who do not have Internet access? Will an increase in remote participation in WI governance meetings impact on the culture of those meetings?

Background:

A large number of respondents identified benefits to the proposed changes for governance meetings, including that they provided flexibility to WIs to continue to meet their legal requirements during the pandemic (and similar exceptional circumstances); that they would assist members who may not wish to or cannot physically travel to meetings; and that they would allow WIs to draw on a broader base of speakers / facilitators. As stated above, 100% of federations that responded, having consulted with their WIs, were in favour of the changes.

However, some consultation respondents expressed concerns that a WI may be required to have virtual / hybrid governance meetings. In particular concerns were raised that a move towards such meetings:

- (i) Would put a disproportionate burden on Committees
- (ii) Would be unnecessary (outside of the current pandemic); and
- (iii) Could result in members who are unable to, or who do not wish to, join remotely from being excluded from the workings of the WI;

Concern was expressed about some members' ability to use the Internet (particularly in rural areas) and operate video-conferencing.

Answer:

We can confirm that the proposed changes do not require WIs to have virtual or hybrid governance meetings. Instead they introduce greater flexibility for Committees/Board by offering these as an *additional option*. They expressly allow those setting up meetings (in most cases, a WI's Committee) to decide when and if such meetings are appropriate based on the needs and preferences of their Members. This decision will be different for each WI or federation, but it is hoped that the flexibility will be helpful if external factors make it harder to coordinate a physical meeting.

However, the following key elements remain:

- Annual Meetings and Special Meetings will remain physical events, unless a particular Committee/Board chooses to make alternative arrangements for them to take wholly or partly by electronic means (e.g. phone or video call), and/or to allow email or postal participation.

- A Committee could choose to use these flexibilities on a limited basis (for example, during periods of lockdown where there is little or no alternative) or in broader circumstances.
 - Where the law / pandemic permits, these changes could also allow a *hybrid meeting* (where some people attend physically and some virtually). This would mean that each person can choose between physical attendance and remote attendance).
 - Any use of new flexibility for advance voting must be in accordance with any safeguards laid down by NFWI from time to time.
- Remote participation at Committee meetings (and unanimous decisions outside of committee meetings) is allowed by default – but a WI can overrule this in rules or bye-laws (see clause 28).

NFWI understands that despite the voluntary and localised nature of the changes, some WIs and members have been concerned about the risk of excluding any of the current membership which may not have access to appropriate technology, and their impact on the culture of WI meetings. We have therefore amended the draft constitution, so a Committee (or WI Members) must consider (i) the intended business of the meeting; and (ii) the desire to maximise inclusivity when deciding whether / how to use virtual means (e.g. telephone or video conference) for a WI meeting.

We are very mindful of the importance of ensuring participation in all that we do and ensuring that we do not disenfranchise those who are not digitally active. As above, any decision to deliver AGMs/AMs virtually must be made with reference to the digital access of members and should be considered as an additional option, not a compulsory approach.

3. Do the changes apply just to the current coronavirus pandemic / in emergency situations, or generally?

The added flexibilities are available generally, not just during the current pandemic. If agreed, these changes will be formally incorporated into our governing documents so that they can be used as required by WIs, federations and the NFWI. Any changes to the constitution must be done following the same approach as has been followed for the current changes and therefore it is not considered appropriate to repeat the process to remove these amended articles after the Covid-19 pandemic is over. It is also felt that there are scenarios outside of the current pandemic where these new flexibilities might be helpful for WIs and federations.

However, as stated above, it is for the relevant body (typically the WI's Committee) to determine when they are used (or not used), taking into account all of the circumstances of the WI.

NFWI considers that this is the correct path, as – outside of circumstances like the current pandemic (where face-to-face meetings have been impossible for periods) a WI will be best placed to determine the extent to which remote participation is desirable in its particular circumstances.

4. Can a WI's Committee allow advance voting by other online tools, rather than just post and email?

The NFWI recognises the possibilities here, and anticipates that the number of suitable online meeting / voting tools will increase in the coming years. Consequently it has amended the WI constitution draft to reflect that a Committee may authorise advance voting by post or suitable electronic means, including email.

Committees should of course consider whether a particular method is suitable (for example, if it is appropriately secure).

5. If a WI's Annual Meeting is postponed or delayed in accordance with the new proposed constitution, what happens to that WI's Committee?

The Committee would stay in place pending the next Annual Meeting, except insofar as any Committee members left (e.g. by resigning). This has been made clear in the draft constitution.

6. Should the changes allow WI Annual meetings and Special meetings to occur by email as well as by telephone or videoconference?

Several respondents queried whether WI Annual and Special meetings should also be able to occur by email.

NFWI agrees that there may be a place for email (or postal) participation in relation to Annual and Special meetings. The draft constitution therefore states (at clause 39) that a Committee *can* allow for email or postal voting in these meetings, subject to compliance with any safeguards established by NFWI.

It is not included as part of the section on virtual participation *at meetings*, because it is considered that a "meeting" is a place where there is *contemporaneous* discussion / exchange of ideas.

This does not mean however that email (and postal) votes could not be a meaningful part of these meetings where a Committee deems it appropriate.

7. Does the description of participants in a meeting being able to "hear or be heard" risk excluding people or being perceived as discriminatory?

This wording borrows language directly from English case law relating to meetings, and is intended to reflect that:

- a) a meeting is a "live" event (rather than, for example, a series of different emails or telephone calls – see the FAQ above); but
- b) that it does not need to have a "video" element enabling people to see each other and be seen).

It is of course important to consider the need to make reasonable adjustments to maximise inclusivity and involvement and we have reflected this in the revised wording in the draft constitution. We welcome Members' concerns on this area and the shared commitment to ensuring our organisation is fully inclusive.

8. Should unanimous decision-making by a Committee outside of a meeting be permitted?

The proposed changes provide that a WI's Committee should be able to make decisions outside of a meeting by unanimous agreement (the wording is "indicating that they share a common view on the matter") (e.g. by email exchange or telephone calls from the chair / person facilitating the meeting).

Some respondents thought that all decisions should be made by meeting (because, for example, of a perceived risk of fraud or misrepresentation if voting is by email) or should only be made outside of a meeting with a good reason. Conversely, others thought that unanimity was too high a bar and a Committee should be able to make decisions outside of a meeting by majority vote, or a different majority (for example by a unanimous decision of all those actively participating in the process).

NFWI suggests that unanimous decision-making *outside of a meeting* strikes a balance between (i) retaining the importance of a meeting (which may allow for a better discussion of the relevant issues) and (ii) allowing flexibility for more agile decision-making where a meeting is difficult to arrange, or there is a need to make decisions between meetings. If unanimity is not achieved then a meeting would have to occur to discuss the matter in question.

It is recognised that different WIs may have different approaches, and so the constitution provides flexibility for a WI to take a different approach to the above "default" position in rules or bye-laws (made in accordance with the constitution).

A respondent queried whether "written" should be added as a means of decision-making – it is considered that this is covered by the use of "without limitation" alongside the examples (telephone and email). It was also queried whether "telephone" was appropriate or risked excluding trustees who were not party to the phone call from the discussions. We would propose to retain the reference to telephone on the basis that this provision only applies where there is unanimous agreement of the Committee, and there may be situations where telephone is considered the appropriate channel (as a non-exclusive example, it could be appropriate where a decision needs to be made urgently and telephone is the only appropriate means of contacting one or more trustees).

9. How should decisions made outside of a meeting be recorded?

Some respondents expressed concerns that decisions made without a meeting may not be properly recorded and should be either minuted separately or presented to the next meeting for ratification.

The draft constitution also envisages this, stating that a suitable minute should be made of any decisions made outside of a meeting.

While these provisions can be varied by WI rules or bye-laws, the NFWI advises that all decisions taken outside of a meeting should be appropriately documented.

10. What does the requirement for accounts to be "made available" mean?

Under the new (and current) WI constitution, annual accounts need to be available to members.

The only change is that a requirement for those accounts to be “presented” to the Annual Meeting is now a requirement for them to be “made available” at that meeting.

This is not intended to be a substantive change. It is intended to reflect that in certain circumstances at the discretion of the WI’s Committee, meetings may now be held in a range of ways including with virtual participation – and in these circumstances it may be desirable to make the accounts available to members in a way which cannot be described as “presenting” them (such as circulating them electronically in advance and then referring to them in the meeting).

11. Whilst amending the articles relating to governance, why wasn’t the reference to 11 WI meetings a year also removed?

The articles relating to governance reflect the WI’s responsibilities under charity and company law. The articles relating to the 11 meetings reflect our internal membership commitment and approach. When the governing documents refer to WI ‘meetings’ these are not bound by the legal definitions applied to governance meeting, therefore there is already the flexibility for WIs to meet however they wish, physically, virtually or using a hybrid approach. It was felt that any changes to anything pertaining to our internal membership commitment and approach would require more comprehensive consultation and exploration with members and therefore would be part of the next fundamental review of our governing documents. The last fundamental review took place in 2013 and the next is provisionally scheduled for 2023-4. All feedback received on this consultation which fell outside of the scope of the current proposals has been filed and will be revisited when we revisit these discussions in 2023.

We will keep this document updated to reflect any additional questions raised over the coming weeks ahead of the Companies Act Meeting on 1 March 2021.

We would like to take this opportunity once again to thank members for their consideration of the proposed changes and the thorough and thoughtful comments shared with us during the consultation.

NFWI

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