



Association of  
**Democratic Services**  
Officers

# Review of Directors' Roles

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ADSO Annual General Meeting: 26 November 2015

Author: John Austin – ADSO Chair

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## 1. Introduction

The ADSO Board and the Directors' roles within it were created in 2009 when the Association began. As I have explained in my annual report, we are now a different organisation. We have grown steadily since that time and the opportunities and challenges have changed accordingly. We have recently revised our business plan to reflect that development with a focus on fewer but more strategic objectives. It is now the time to review the composition of the Board and in particular the roles of Directors, whose current appointments expire in November 2015.

## 2. Recommendations

2.1 That the restructuring of the Directors' roles on the Board as set out in this report be approved with immediate effect.

2.2 That the Articles of the Association be amended as follows:

2.2.1 That Article 7.3 be replaced with the following wording and Article 6.1 be amended accordingly:

"The Officers of the Association shall include the following and such other Officers as the Annual General Meeting may from time to time determine:

- a) The Chair
- b) The Vice Chair
- c) The Past Chair
- d) The Company Secretary
- e) The Director for Finance
- f) The Director for Development
- g) The Director for Communications

2.2.2 That Article 7.9 be replaced with the following and take effect from November 2016:

The Company Secretary, Director for Finance, Director for Development and Director for Communication shall be elected by the Members at each Annual General Meeting, shall come into office at the conclusion of the Meeting and shall, unless they resign, hold office until the conclusion of the next Annual General Meeting.

Candidates for election shall require to be proposed and seconded by two Members of the Association. Nominations shall be made to the Company Secretary not less than six weeks prior to the Annual General Meeting of the Association.

If within the specified period more than one valid nomination is received for any office, the Company Secretary shall arrange a postal ballot of all the Members to be held before the Annual General Meeting. The Company Secretary shall report the name of the successful candidates to the Annual General Meeting, who shall by resolution confirm the election of those candidates.

2.2.3 That Article 7.7 which deals with the election of Chairman and Vice Chairman be amended to read as follows which will allow the election of all Officers of the Association to run concurrently:

Nominations must be submitted to the Company Secretary not less than six weeks prior to the Annual General Meeting of the Association and include the following.....:"

### **3. Background**

3.1 The current Director roles on the ADSO Board are as follows:

- Chair
- Vice Chair/Director for Government Consultation
- Company Secretary
- Director of Finance
- Director for Website & Communications
- Director for Regional Development & Events
- Director for Training

3.2 There are also 9 regional representatives whose roles are not being reviewed in this report. This will be the subject of a separate review during 2015/16– see my annual report on the AGM agenda.

3.3 ADSO has achieved many of its initial objectives. For example, we:

- Have established ourselves as the professional body for democratic services
- Have nationally recognised professional qualifications
- Are financially stable
- Offer a comprehensive training programme
- Have raised the profile of the sector
- Have a number of active regional branches
- Held membership numbers steady at around the 950 mark despite an ever-shrinking public sector budget – reaching 1000 members in 2014/15.
- Increased our services to members
- Have kept membership and training fees affordable

3.4 Understandably, the number of current Directors and their roles were shaped (and have subsequently developed) around the skills and willingness of the current incumbents. They were the people who came forward from the outset to undertake those roles. Many of the roles are now too operational, giving little time and space for the strategic focus that is required to take ADSO forward and to meet current and future challenges. We will also not develop ADSO in the way we want by relying solely on the goodwill of volunteers. – as committed or competent as they may be. We are now a professional business and this report (in conjunction with my annual report) seeks to address the challenges and opportunities arising out of our success.

3.5 The current Directors were appointed for a 3-year term in 2012. This expires in November 2015. These posts have recently been advertised across the whole membership and expressions of interest invited. The Board will meet after the AGM in November and make the appointments. Within this report (recommendation 2.2.2), I am asking the AGM to agree a change in this process so that the membership itself appoints the Directors with effect from November 2016. This will bring the appointment of Directors on a par with those of the Chair and Vice-Chair.

3.6 The ADSO Board met in July and agreed proposals to change Directors' roles. The new roles are set out in paragraph 3.7 below. A number have not changed to any great extent. However, I wish to flag up a few issues to explain the reasoning behind some of the more significant changes.

- My annual report has highlighted the importance of effective succession planning. This links to business continuity and the ability to carry on providing services as personnel and circumstances change. This is a significant threat to the future of ADSO and must be a major priority in the coming 12 months. It is therefore proposed that the Chair has lead responsibility for both business continuity and succession planning, the latter in conjunction with the Director for Development.
- Responsibility for training, qualifications, strategic development and conference (the latter being seen as an important development opportunity) has previously been spread across at least two Director roles. In keeping with our wish to view such key issues more strategically and in a more co-ordinated way, we feel there is a strong logic in combining these functions under the one person - the Director for Development. We have therefore combined the roles of Director of Training and Director for Regional Events and Events into this new post and transferred regional development to the Chair and Vice-Chair.
- The financial management of ADSO is becoming more complex as we develop as an organisation. There is a need for increased professional support to the Finance Director, particularly in the more technical areas such as financial planning, forecasting and investments.

3.7 The proposed revised roles for the Directors are therefore as follows:

#### **Chair**

- Strategic planning
- Profile of Association
- Business Continuity
- Succession Planning (with Director for Development)
- Awards (with Director for Development)
- Regional development – planning for self-sufficient branches
- Identifying and co-ordinating response to consultations
- Business plan

## **Vice Chair**

- Deputising for Chair as above – but taking on particular responsibility for
  - Government Consultation
  - Regional development
  - Business Plan

## **Finance**

- Budget Management\*
- Cash flow forecasts \*
- Investments \*
- Financial strategy and forecasting \*
- Income generation: sponsorship, grants etc
- Overseeing bookkeeping and liaison with accountants

\* with external support when required

## **Communications**

- Website including supervision of a website administrator
- Bulletin
- Press
- Social media
- Promotions /marketing

## **Development**

- Strategic development of training – (eg training needs assessment for sector)
- Strategic development of qualifications \*
- Supervision of training and qualifications administration \*
- Development of Board members, succession planning (the latter with the Chair)
- Annual conference including Supervision of project support
- Awards (with Chair)

\* working closely with both qualification centres

## **Company Secretary**

- Annual returns, liaising with accountants etc
- Constitution
- Administration of Board meetings
- Membership lists
- Elections
- AGM
- Corporate governance
- Information management

3.8 Our wish for Directors to operate at a more strategic level will not work unless we provide support for the operational duties required. We are doing this currently in relation to book keeping and training administration and have identified other duties that would lend themselves to being undertaken by parties outside of the Board for an agreed fee. These are

- Project co-ordinator/administrator for Annual Conference
- Website administration
- Weekly bulletin in conjunction with chair
- Minuting of Board meetings

The Board will be looking at these during the course of the next 12 months or so.

John Austin  
October 2015