

Resolutions relating to the Changes to the Constitution from the Annual General Meeting held on 15th December 2020

Resolution 3

Number of trustees

In order to set a maximum number of trustees and remove a current lack of clarity regarding the minimum number:

Insert the following sentence at the end of clause 12(3): *“The maximum number of Trustees, including Council appointed Trustees, is 12.”* so that clause 12(3) becomes

12(3) Number of charity trustees

There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees or appoint a new charity trustee. The maximum number of trustees, including Council appointed trustees, is 12.

Delete the last sentence of clause 13(b) *“The total number of Trustees, including Council appointed Trustees, will be between six and nine, as a minimum.”*

Resolution 4

Amendment to Council members as trustees

The trustees believe that members of Council should be appointed to the Trustee Board by the trustees, with Council responsible for nominating such members. In order to transfer the power to appoint members of Council as trustees from Council to the Trustee Board, delete the words *“(the appointing body)”* after *“The Council of the CIO”* in the first sentence of clause 13(a) and insert the words *“(the appointing body), for approval”* after *“the Trustee Board”*, so that the first sentence becomes:

13. Appointment of charity trustees

(a) The Council of the CIO may nominate up to four charity trustees from the elected body of the Council to the Trustee Board (the appointing body), for approval.

Also in 13(b) delete *‘who will be appointed directly by Council’*, so that the first sentence becomes:

(b) Aside from Trustees appointed from the elected body of the Council of the CIO, all other Trustees will be appointed by a Trustee Appointment Panel, convened by the Board of Trustees, that will consist of three members including: a CIO Trustee, a Trustee from the CIO’s supporting organisations or other professional clinical or social care membership organisations, and a Human Resources professional.

Resolution 5

Amendment to the period of appointment of trustees

In order to remove the requirement for a one year cooling off between trustees' three year terms of appointment and to make clear the period of appointment of the first charity trustees:

In the first sentence of clause 13(c), insert the words "*(including for this purpose the period as trustee of each of the first charity trustees)*" after "Trustees", and delete the words "separated by at least 12 months" after "multiple terms are acceptable", so that the first sentence of clause 13(c) reads:

13(c) The appointment period of Trustees (including for this purpose the period as trustee of each of the first charity trustees) will not exceed three years (though multiple terms are acceptable).

Insert the following words after "CIO" in clause 12(4): "*all of whom were formally appointed on 16 September 2019*", so that clause 12(4) becomes:

12(4) First charity trustees

The first charity trustees of the CIO, all of whom were formally appointed on 16 September 2019, are –

*Dr Nick Booth,
Dr Paul Campbell
Professor Jonathan Kay
Dr John Williams*

Resolution 6

Clarifying that a trustee ceases to hold office on (A) retiring by rotation or (B) ceasing to be a member of Council

A Under clause 13(c) a trustee ceases his or her appointment at the end of the appointment period. However, clause 15(1) does not currently list this circumstance as a circumstance when a trustee ceases to hold office. To correct for this, add the words "*retires by rotation by coming to the end of their appointment period*" as a new sub clause between the existing sub clause (a) and (b), so 15(1) reads:

15. Retirement and removal of charity trustees

(1) A charity trustee ceases to hold office if he or she:

- (a) ... ;*
- (b) retires by rotation by coming to the end of their appointment period;*
- (c) ...*

B Under clause 13(a) a trustee may be appointed by virtue of being on the Council of the Faculty. At present the constitution does not cover what happens when a trustee appointed by virtue of being on Council ceases to be on Council. To correct for this, add the words

“ceases to be an officer of Council or, in the case of a trustee appointed by the CIO Council who is not an officer of Council, ceases to be a member of Council” as a new final subclause (h) in clause 15 so it reads

15. Retirement and removal of charity trustees

(1) A charity trustee ceases to hold office if he or she:

(a) ... :

(g) ... ;

(h) ceases to be an officer of Council or, in the case of a trustee otherwise appointed from the elected body of the Council of the CIO, ceases to be a member of Council.

Resolution 7

Reappointing Council trustees and increasing the maximum number of terms to three

It is considered appropriate that Trustees ceasing to be on Council, and thus retiring as Trustee under clause 15(1)(h) above, should be eligible for reappointment. Further, the current restriction of two three year terms is not considered optimal in obtaining the best value from trustees and it is proposed to increase this to three such terms.

In clause 16 add the words *“or by ceasing to hold office under clause 15(1)(h)”* after *“or by giving notice to the CIO”* and replace *“two”* with *“three”* and *“third”* with *“fourth”* in the second sentence so that the clause reads:

16. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the CIO or by ceasing to hold office under clause 15(1)(h) is eligible for reappointment. A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least three years.

Resolution 8

Participation in meetings by electronic means

The Constitution currently does not specify the format for general meetings. In order to make clear that general meetings may be undertaken virtually, move clause 19(4) (which currently relates only to trustee meetings) to become a new clause 20. Insert into Clause 20 after trustee board meetings, *“and general meetings, including the AGM”* and also add to Clause 20(a) *“(in the case of general meetings such communication being by way of members being given reasonable opportunity to discuss and ask questions on the business of the meeting)”*, so that Clause 20 becomes

Trustee meetings and general meetings, including the AGM, may be held electronically as follows:

(a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants (in the case



of general meetings, such communication being by way of members being given reasonable opportunity to discuss and ask questions on the business of the meeting).

Also add 'voting' to Clause 20(c) so that it becomes: *Meetings held by electronic means must comply with rules for meetings, including chairing, voting and the taking of minutes.*