

Bath Institute for Rheumatic Diseases



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Registered Charity No 1040650
Registered Company No: 2908933

BIRD: Council of Management and Governance

1st April 2016

Date of Statement: 24th November 2015

BIRD: CoM and Governance

Notes.

The term Chair should be read to mean Chair or Vice-Chair.

This document is written in the form of a guide for new Council and Group members, although some sections need further revision for completeness. Appendices B and C are written to be stand alone documents.

1. Introduction

- 1.1. This document outlines BIRD's governance structure from the start of the 2016/17 financial year.
- 1.2. There is a Council of Management (CoM or Council) and three subgroups; a Patient Advisory, Liaison and Fundraising Group (PLuG), a Research Assessment Group (RAG), and a Finance and Investment Group (FIG). More detail about each is given below.
- 1.3. At the time of writing (January 2016) work had begun on how to move to the revised structure and the terms of reference for each group. These are far from complete but are reproduced below in their current form for information. See appendices A and B.

2. Council of Management

2.1. Remit

The work of the CoM is defined by the Memorandum & Articles of Association, BIRD's governing document.

The CoM is the final decision making authority for BIRD and ultimately responsible for ensuring the charity continues working to achieve its charitable objectives.

The aim of the structure is to enable the CoM to have a greater focus on its strategic role and to ensure coherence between the groups. The CoM may also meet with invited speakers to help inform its decisions, which might include, e.g., senior members of the University or the RUH to suggest future areas of research, someone from another not-for-profit organization.

2.2. Composition and membership.

Maximum total = 12. The Executive Director (ED) supports meetings of the CoM, acting as Council secretary.

This is a comparatively large board for a small charity and allows for relatively high numbers of apologies because of e.g., members holding clinics. The Mem and Arts make no stipulation as to the maximum size of the CoM. The minimum size is three. The CoM's membership includes -

- i. The Chair and Vice-chair of each of the three sub-groups, six people in total. These individuals are appointees of the CoM.
- ii. In addition there is a maximum of six other Council members as invited by the CoM. These individuals may bring a range of expertise to BIRD, e.g., health sector, business, not for profit, fundraising etc,
- iii. There is an expectation that the CoM will include a minimum of two members of the patient/public community.
- iv. With one exception there is no automatic representation from any other organization. Collaborative relationships are reflected through the involvement of stakeholders e.g., researchers, those with experience in the not-for profit sector.

The exception is the University of Bath. Whilst the University continues to employ staff on behalf of BIRD, with BIRD covering the costs and indemnifying the University, it is invited to nominate a representative member of the CoM.

BIRD: CoM and governance

2.4. Chair.

The Chair of BIRD is elected from the CoM and chairs CoM meetings.

A Vice-chair is elected to share the day-to-day running of the charity with the Chair and ED, and to chair CoM meetings as required in the absence of the Chair or in cases of conflict of interest.

2.5. Frequency of meeting.

The CoM meets quarterly, after the groups have completed their quarterly cycle, and in particular after the FIG has reviewed the most recent quarter's management accounts. Inevitably its work is in some respects retrospective and some members may need time to adjust to this. Additional meetings may be required from time to time.

3. Patient Advisory, Liaison and Fundraising Group

3.1. Remit

This is a key group for implementing BIRD's commitment to "working with others in support of achieving its charitable objectives, with patient and public involvement and engagement embedded in its charitable activities". It plays a key role in achieving BIRD's aims, particularly those relating to activities being informed by patients, being the deliverer of choice of patient/public information events, and raising awareness amongst the public of the impact of arthritis. It also oversees BIRD continuing education programme for clinicians and other health professionals.

The PluG's remit has yet to be defined and approved by the CoM. See Appendix B for the beginnings of a draft terms of reference for the PLuG.

3.2. Composition and membership.

Maximum total = 11. The ED and/or the BIRD Administrator support PLUG meetings. The PluG's membership includes -

- i. 4 – 6 patient members covering a broad range of bone and joint diseases
- ii. 1 - 2 members with finance and/or business experience if possible. These may or may not also be members of other groups.
- iii. 1 - 2 active researchers if possible, and possibly/preferably from the RAG.
- iv. BIRD's Fundraiser

Two of the above, the Group's Chair and the Vice-chair, are appointed by the CoM and are members of the CoM. Other members of the Group may also be members of the CoM but not necessarily all.

3.3. Frequency of meeting.

The PLuG meets four times a year dependent on the amount of business and engagement with and frequency of the patient forum events.

4. Research Assessment Group.

4.1. Remit

Research is key to BIRD's mission, values and achievement of its charitable objectives and the work of this group reflects that critical significance.

The RAG's remit has yet to be defined and approved by the CoM. See Appendix B for the beginnings of a draft terms of reference for the RAG.

BIRD: CoM and governance

4.2. Composition and membership.

Maximum total = 9. The ED and/or the BIRD Administrator support RAG meetings. The RAG's membership includes -

- i. 4 - 5 active researchers drawn from, e.g., the University, the RUH, etc.
- ii. 2 patient members possibly/preferably from the PLuG.
- iii. 1 or 2 co-opted members with relevant expertise, e.g., ethics. Some consultation with 'experts' may have to be undertaken by email or verbally outside of meetings, and preferably prior to them.

4.3. Two of the above, the Group's Chair and Vice-chair, are appointed by the Co and are members of the CoM. Other members of the Group may also be members of the CoM but not necessarily all.

4.4. Frequency of meeting.

The group meets approximately four times a year or as the volume of business requires.

5. Finance and Investment Group

5.1. Remit

The work of this group is integral to the effective financial management of BIRD. Its role is to work with the ED and Accountant, review the budgets and management/ annual accounts, advise the CoM on BIRD's investments, and to scrutinise documents relating to financial management.

The remit of the FIG has yet to be defined and approved by the CoM. See Appendix B for the beginnings of a draft terms of reference for the FIG.

5.2. Composition and membership.

Maximum total = 5. The ED supports FIG meetings.

This group's membership remains as is, ie three to four members with finance and/or business experience and BIRD's Accountant.

Two of the above, one of whom is the Group's Chair, are appointed by the CoM and are members of the CoM. Other members of the Group may also be members of the CoM but not necessarily all.

5.3. Frequency of meeting.

The group meets four or five times a year as required by the volume of business. There is at least one meeting at the appropriate interval after the end of each financial quarter,

6. Members of the Groups who are not CoM members.

Over time membership of the Groups may develop to include individuals who are not also CoM members, e.g., volunteers who are members of the PLuG. Their role and responsibilities are outlined in Appendix C.

7. Conflicts of interest

7.1. There is a (draft) BIRD policy on conflicts of interest and all Council of Management members and other members of the sub-groups are asked to sign a Declaration of Interests.

7.2. As soon as possible and no later than the start of each meeting those present should declare any agenda items in which they have a potential conflict of interest as defined in the policy. This is recorded in the minutes of the meeting.

BIRD: CoM and governance

- 7.3. Interested Council or sub-group members do not participate in the discussion or vote on the matter(s) affecting their own interest, and are asked to withdraw from discussions and decisions relating to the issue on which there is potential for a conflict of interest. They may be asked to provide information to assist the meeting's decision making. They will not be counted when deciding whether the meeting is quorate.
- 7.4. There are situations where individuals may participate in discussions from which they could indirectly benefit, for example where the benefits are universal to all users of beneficiaries of the charity, or where the benefit is minimal.

8. Operation

- 8.1. The work of the CoM and its groups is led and supported primarily by the ED, in liaison with BIRD's Chair and each group's Chair as required. This includes the relevant professionals such as the Accountant and Fundraiser. There may be others as the work of BIRD develops. This helps the ED post holder in coordinating the charity's activities.
- 8.2. It is necessary for the BIRD Administrator to support some meetings from time to time, usually the PLuG and/or patient forum and the RAG.
- 8.3. It is BIRD's responsibility to identify and supply a venue for the meetings, which may incur costs.
- 8.4. The records of all meetings comprise only topic, decision and agreed action. Discussions are not recorded unless the item is of particular significance or it is specifically requested. The agenda and minutes (records) of each groups' meetings go to the CoM at its subsequent meeting. Papers are only forwarded to the CoM at the request of either CoM or group members. This helps completion of the required administration in the minimum time possible whilst also keeping CoM and group members informed of other relevant activities.
- 8.5. The agenda and minutes of each group are made available to the other groups to help inform their work, reduce overlap and facilitate cross-group support/thinking. To facilitate this and ease of access, all documentation including papers is made available by a remote file sharing facility called Dropbox or something similar. (To be confirmed.)
- 8.6. To ensure informed and timely decision making it is the responsibility of Group Chairs with the ED, to ensure the flow of information between the Groups is effective and that cross group discussions and liaison take place before Council meetings. For example, the FIG should review the PLUG's proposed fundraising targets before they go as recommendations to the Council. Similarly the FIG should agree with the RAG the recommended amount to be awarded in grants in any one year. This work is led by the ED and/or Chair. In the absence of both of these and the Group Vice-chair, it is the Chair's responsibility to ensure there is a designated lead person to take responsibility.
- 8.7. It is the responsibility of each Group's Chair to ensure each group is appropriately constituted.
- 8.8. The quorum for each group and the CoM is three or 1/3 of its total membership whichever is the greater, or as fixed by the CoM.
- 8.9. The term of Group and CoM members is three years and members is eligible for re-election / nomination for three consecutive terms. After three consecutive terms a break of a minimum of 12 months should be taken.
- 8.10. The term of the BIRD Chair and the group Chairs is three years. After three consecutive terms a break of a minimum of 12 months should be taken.
- 8.11. The timing of group meetings takes consideration and consultation with potential members. Daytime may better some, but not necessarily those working. Some meetings may be held consecutively, e.g., RAG meetings to follow immediately after PLuG meetings, to facilitate attendance, reduce costs, and forth.

BIRD: CoM and governance

8.12. Subject to conflicts of interest, members of the CoM and the sub-groups may fill more than one role, e.g., a member of the CoM may be a member of a sub-Group in their own right, not as an appointee of the CoM. The Chair of BIRD may also be the Chair or a member of a sub-group.

9. AGM

9.1. In addition to members of the Charitable Company, which includes members of the CoM, all group members, forum attendees and known members of the public, including family patients and carers, are invited to the AGM. Each Group gives a short presentation on its work over the previous year and its plans for the forthcoming 12 – 18 months.

9.2. As “membership of BIRD” is developed, these members will also be invited to AGMs in addition to the Patient Forums and other events as appropriate.

9.3. The Chair of BIRD will chair the AGM.

10. The President

10.1. The President of BIRD is appointed at the discretion of the CoM, and is not a member of the CoM or entitled to vote. The President may be invited to attend CoM meetings and to take the chair. See paragraph 30 (a) of the Mem & Arts.

10.2. At the meeting of the 24th November 2015 it was agreed not to appoint a President, subject to review at a future meeting, date to be determined.

11. Invitation to join Bird’s CoM - process

11.1. A revised process for identifying and appointing new CoM members is under development and will be approved by the by the CoM. The intention is to increase transparency and ensure the best possible membership of BIRD’s governing body.

11.2. This builds on the current process, which identifies skills and knowledge gaps in the composition of the CoM, identifies possibly suitable individuals and puts those names forward to the CoM with the relevant background information. The gaps, which may be actual or potential, may be in any area e.g., skills, experience, background etc.

January 2016

Appendix A: Implementation

Some processes will run concurrently.

- i A period of overlap between the existing CoM (See below.) and the revised governance structure is needed, duration yet to be considered.

Name / Areas of experience as of 01.01.2016	CoM	
	Term	Term expires
1. Nick Hall (Chair). Scientific / clinical research, NFP ¹	?	Dec 16
2. Libby Gawith. Finance, business, NFP	3rd	Mar '18 or "new CoM".
3. Mark Humphriss. UoB VC's designate. Governance, NFP	3	Nov 17
4. Jim Sherwin. Business, investment, finance, NFP	3 rd	Aug 17
5. Chris Johns. Business, Health, NFP	1st as an indep.	Mar 19
6. Amanda MacKenzie. Res active academic in relevant field	2 nd	Dec 18
7. John Pauling. Res active clinician in relevant field.	1st	June 18
8. Raj Sengupta. Res active clinician in relevant field	2 nd	Dec 18
9. William Tillet. Res active clinician in relevant field	1	-Feb / April '18

- ii As CoM members resign, commonly after serving a number of consecutive terms, they are invited to become members of the Charitable Company.
- iii A skills audit (See below) of the existing CoM members will be carried out to identify and build on any natural affinities, individual experience etc.
- iv

Council of Management Skills & Experience Audit 2016

Name:

- 1 - qualification/extensive experience at senior level
- 2 - some knowledge/experience
- 3 - little or no knowledge/ experience

Please place a mark in the relevant box for each attribute.

Work of BIRD:

Research

Continuing education and information sharing

Event management & organisation

1	2	3

¹ NFP – Not for Profit

Rheumatology / Arthritis
 Service user / beneficiary of a charity or similar (directly or indirectly)
 Collaborative working

Operating environment:

Not for profit and/or voluntary sector
 Voluntary sector
 Public sector especially further & higher education, health & social care
 Working with public/patient partners
 Social/political environment
 City of Bath e.g., Council, Chamber of Commerce
 Equal opportunities and diversity
 Governance and regulation, e.g., Charity Commission

1	2	3

Management:

Strategic planning
 Operational management
 Change and/or project management
 Financial investment
 Small enterprise management
 Accounting
 Budget-setting
 Funders and fundraising
 Marketing
 PR, networking, campaigning
 Quality assurance, monitoring & evaluation
 Legal, including employment law and practice
 Social media, web presence ...
 IT / systems

1	2	3

Other specialist experience of qualification relevant to BIRD

1	2	3

Do you have particular interests or reasons for being / wanting to be a trustee with BIRD?
--

A diverse governing body is better able to support the delivery of the mission of BIRD. Do you have specific user experience, social or family experience, background or general interests that will help us deliver BIRD's charitable aims?

Are there any activities or areas of work of BIRD in which you have a particular interest and/or would like to become more involved in?

- v The Chair and the ED, in consultation with current CoM members, will propose individuals to be invited to join the BIRD Council using the process (To be developed) as outlined in section 11 above.
- vi The ED in liaison with the BIRD Chair and other relevant individuals will propose the Chair of each group. The ED will then work with the sub-group Chairs, in liaison with the CoM and others as required, to identify and appoint the members of each group. The Groups will be established as soon as possible to begin work and develop, reaching their full complement over time.
- vii A draft ToR for each group will be prepared by the ED with the Chair of the Group, and further developed by each group prior to submission for approval to the CoM.
- viii The aim is for the revised CoM and the three sub-groups to be in place no later than the start of the 2016/17 year. Some refinement and adjustment will be needed and Groups should flag up issues as they arise. In addition a review should be carried out by each group and the CoM some 12 – 18 months after it starts work

Appendix B: Purpose and Terms of reference

B.1. Patient Advisory, Liaison and Fundraising Group (PLuG) – Draft ToR

The PLuG is a sub-group of the BIRD Council of Management and responsible to that body.

The purpose of the PLuG is to raise awareness of BIRD, its charitable objectives (purpose) and activities, and to assist in identifying future opportunities for research, awareness raising, education and fundraising.

The remit of the PLuG might include –

- i. Initiating and coordinating fundraising activities.
- ii. Assisting in raising funds to support specific research or development projects etc. This requires liaison with the RAG and FIG and may include making applications to other entities in liaison with the Fundraiser and/or ED.
- iii. Guiding the work of the Fundraiser and ED regarding fundraising, promotional activities etc
- iv. Reviewing publicity material including BIRD's web pages.

- v. Monitoring BIRD's social media presence and advising on its development and growth.
- vi. Overseeing BIRD's programmes of patient information events, public awareness events and continuing education programmes for clinicians and allied health professionals.
- vii. Reviewing lay summaries of grants awarded and research progress reports to ensure they are readily understandable.
- viii. Meeting with potential researchers to help inform research questions.
- ix. Proposing to the CoM and subsequently overseeing, an operational outline for the Patient Forum, see below. (This will include costs and will require liaison with the FIG.)
- x. Liaison and consultation with the Patient Forum and other patient groups. The relationship between BIRD and patients groups may vary from group to group as mutually agreed.

The PLuG may call upon the advise of experts as it sees fit.

The PLuG meets quarterly or more frequently if the volume of business requires it. The agendas and minutes of PLuG meetings are forwarded to the CoM, RAG and FIG.

B.2. Patient Forum

This is a more generic patient group, representative of patients with a wide range of bone and joint diseases, which would not formally report to the CoM. Such a forum might meet once or twice a year and, building on the experience of patient information days, it would be based around lunch and patient networking, with breakout/discussion groups and perhaps invited speakers e.g., from a patient group.

The forum meetings would consist of a mixture of information/education and hearing/questioning reports on BIRD's activities, research projects, and so on from the ED, Fundraiser, members of PLuG and/or other BIRD groups. Importantly, it would also provide feedback to PLuG members and the ED.

In addition, this wider, more informal forum could help PLuG patient members in defining future research questions, e.g., for the university led Arthritis Grand Challenge. The forum might help develop a core of volunteers and supporters, some of whom may be willing to organize or host smaller fund raising events, e.g., coffee mornings.

B.3. Research Assessment Group (RAG) - Draft ToR

The RAG is a sub-group of the BIRD Council of Management and responsible to that body.

The purpose of the RAG is to review and assess applications for research funding as outlined in the grant awarding policy and in line with BIRD's charitable objectives.

The remit of the RAG might include -

- i. Reviewing and approving applications for research funding in line with the BIRD Grant Awarding Policy. The total annual amount to be awarded annually will be set by the FIG subject to approval of the COM.
- ii. All eligible applications will be circulated to the sub-committee for review prior to the meeting.
- iii. All RAG members must declare in advance if they have a personal interest in any applications.
- iv. Advising the ED on feedback to applicants. This includes the preliminary scrutiny outlined in Section 5 of the Grant Awarding policy which may be received at any point of the year.

- v. Reporting quarterly and annually to the CoM on the applications received, those approved and those refused with an indication of why. Reporting annually to the PLuG on grants awarded. These reports will include, as appropriate -
 - All new applications made, including a brief resume of the project/funding request and the level of funding agreed/not agreed
 - Details of on-going projects with expenditure to date and amount remaining.
 - Details of all completed projects/purchases and final reports.
 - The total number of applications awaiting scrutiny, their value and title.
 - Any other issues.
- vi. Reviewing and enhancing all aspects of the grant approval process, including publicity, in line with experience and changes in the wider environment. Any proposed changes to the Grant Awarding Policy should be agreed with the PLuG and FIG prior to going to the CoM for final approval.
- vii. All members of the group will be familiar with the BIRD Grant Awarding Policy
- viii. Liaising with the PLuG over future research studies and questions
- ix. Advising the PLuG, FIG, ED and Fundraiser of forthcoming research developments and opportunities that require funding.

The RAG may need to call upon the expertise of appropriate specialists, e.g., statisticians to consider some applications and will advise the ED if a more sophisticated assessment process other than that proposed was needed. This might be based on the amount of support requested or the nature of the application.

The RAG meets quarterly or more frequently if the volume of business requires it. Agendas and minutes of RAG meetings are forwarded to the CoM, PLuG and FIG.

B.4. Finance and Investment Group (FIG)

The FIG is a sub-group of the BIRD Council of Management, and responsible to that body.

The purpose of the FIG is to work with the ED and Accountant, to ensure effective robust financial management and planning.

The remit of the FIG might include -

- i. Approving, subject to ratification by the CoM, annual estimated budgets.
- ii. Approving, subject to ratification by the CoM requests for expenditure above the ED's authorization limit as set out in BIRD's Financial Policy. (Under review.)
- iii. Receiving and reviewing the quarterly management accounts and accompanying reports and the annual accounts prior to submission to the CoM. Making recommendations to the CoM.
- iv. Advising the ED, as required, on the financial implications for BIRD of changes within the charity or the wider environment and on operational and strategic plans.
- v. Liaising with the PLuG over its activities e.g, fundraising, the cost of the education programme.
- vi. Recommending to Council the total annual amount to be awarded in grants by the RAG.
- vii. Advising and guiding the ED, in liaison with the Accountant, in matters relating to the HMRC or other regulatory/statutory bodies as required.
- viii. Scrutinising policy documents relating to financial management and investment and making recommendations to the CoM as required. This includes making recommendations to CoM on the level of reserves held by BIRD.
- ix. Reviewing investment performance and reporting to Council. This includes making recommendations to close investments and to make new ones with the object of maximising returns and minimizing risk.

The FIG may call upon others with expertise in relevant areas as it considers fit.

The FIG meets quarterly or more frequently if the volume of business requires it. Agendas and minutes of FIG meetings are forwarded to the CoM, PLuG and RAG.

Appendix C: DRAFT Roles and responsibilities of BIRD Group members who are not also CoM members. DRAFT

C.1. The Council of Management (CoM) is BIRD's governing body and the ultimate decision making authority. Its members are charitable trustees responsible for ensuring the charity meets its charitable objectives. The operation of the CoM is determined by the Memorandum & Articles of Association, BIRD's governing document. Critical to the work of the CoM are three sub-groups. These are the Finance and Investment Group (FIG), the Research Assessment Group (RAG) and the Patient Advisory, Liaison and Fundraising Group or PLuG. The Groups are accountable to the report to the CoM. There is also a Patient Forum.

C.2. The Chair and Vice-Chair of each Group are appointees of the CoM It is their responsibility, working with the ED and the CoM, to ensure the Group is appropriately constituted as far as is practical. How this is achieved may vary between groups, but the process should be transparent to ensure accountability and equity.

It is not a requirement that all members of each Group are members of the CoM. Members of BIRD's sub-groups who are not members of the CoM make an important contribution to the work of the charity bringing additional breadth of expertise and experience. The value of their

contribution is not lessened by the fact that they are not trustees of the charity. However some of their role and responsibilities differ to those of the CoM as BIRD's responsibilities to them differ. This document seeks to set out the roles and responsibilities of BIRD to this group of supporters and what is asked from Group members who are not trustees.

C.3. What Group members who are not Council members may expect from BIRD.

- i. Treatment – fair courteous etc
- ii. Induction
 - BIRD,
 - Group, purpose, remit
 - how claim expenses, honorarium
- iii. Timely circulation of information eg papers, advance notice of meeting dates
- iv. Reimbursement of expenses. Honorarium for time? Voucher?
- v. Invited to become a Member of the Charitable Company

C.4. What BIRD asks of Group members who are not Council members.

- i. Attend meetings prepared to contribute to discussion and decision making. Courtesy to other members & chaitary beneficiaries.
- ii. Complete agreed actions in a timely fashion.
- iii. Attendance level? Eg 50% 75%
- iv. Pay expenses and honorarium promptly (in advance?)
- v. Treat others with respect
- vi. Anything group specific e.g., all conditions for PLUG / RAG

C.5. Other

- i. Length of term and number terms
- ii. If a problem, issue what to do
- iii. Contact details of ED, (Chair and Vice Chair?)

Related documents

BIRD CoM – Appointing new members

GAP

Conflict of interest