

Board Motions to Conference 2010



These Motions are being proposed by the Board of Friends of the Earth and will be discussed, debated and voted upon by Local Groups at Conference 2010 (in addition to the prioritised Local Group Motions).

Motions 1-3 refer to proposed changes to the current **Rules of Election to the Board of Directors** – see these here: http://www.foe.co.uk/resource/guides/board_election_rules.pdf

Motion 4 refers to proposed changes to the current **Motions process** - see more information on the current process here: http://www.foe.co.uk/community/local_groups/resource/motions.html

Board Motion 1: Process for review of Election Rules

In the current Rules of Election, rule 26 "Amendments" is as follows:

No alteration will be made to the above method of electing Local Group nominees to the Board except by the agreement of the majority of Local Groups at an Annual Conference. All such amendments to the system of electing Board Members will be notified to all Local Groups at least 8 weeks prior to such Conference.

The Board believes that this rule makes sensible incremental changes to the Rules impractical and that it stands in the way of improving the way in which Friends of the Earth works. The Board therefore proposes that rule 26 be replaced by the following which introduces safeguards into the revised process by providing for local group participation in it:

The Board may review the Rules of Election annually to ensure they remain up to date and provide improved opportunities for participation. Alterations to these rules can be proposed by the Board if passed by a vote. Such changes may come into force for the next election cycle provided the changes have been agreed before the election cycle starts.

Any proposed change will be simultaneously notified to Local Groups via publication on the Friends of the Earth website and the distribution of an email to every Local Group Coordinator advising them of proposed changes. Local Groups will have the opportunity to submit comments to both the Board and the Panel (see below) on the changes; a minimum consultation period of 6 weeks will be required.

A Panel of Local Group Coordinators will be established with at least 5 members - in a process initiated and supervised by the Chair of the appropriate Board committee - who will be consulted on any proposed changes once they have been initially submitted to the Board. The detailed method for nominating and selecting the membership of the Panel will be determined in consultation with Local Groups in October-November 2010 (this is to secure a method that is workable, and representative of and acceptable to Local Groups).

The Panel will nominate a Chair who will organise its activities and represent the views of the Panel to the Board. Local groups will be able to contact the Panel via its Chair (and via the Returning Officer). The Panel shall cease operation after each annual process.

The Panel will be entitled to suggest amendments to the specific changes proposed by the Board if they think this necessary; these will have to be provided within 2 weeks of the close of the consultation period. If the Board and Panel are in agreement about a proposed change it will be approved by the next meeting of the Board and will then apply to the forthcoming election cycle.

Any change that is not acceptable to the Panel but accepted by the Board will only be enacted if it has subsequently been considered at the next Local Groups Conference; and specifically notified to all Local Groups at least 8 weeks before the Local Groups Conference and agreed at the Conference by a simple majority of those groups voting.

Any change to Rule 1 "Size of Board" that would remove the requirement for elected members to be the majority of the Board, or to Rule 12 "Autonomy of Local Groups and Relationship with Friends of the Earth Supporters" can only be enacted if agreed at Conference and ratified at an AGM.

Board Motion 2: Additional Duties of Regional Board Members

The current rules of election include Rule 2c:

Board members nominated by election will not be delegates, but will work for the benefit of Friends of the Earth as a whole.

This has been interpreted to largely preclude any representation by elected Board members of the interests of their electing regions. While rules are required to comply with company and charity law, the Board believes that the relationship between elected Board members and their regions needs to be clarified and strengthened.

It is therefore proposed to change rule 2c to state:

Board members nominated by election will not be delegates, but will work for the benefit of Friends of the Earth as a whole. This is to ensure that the fiduciary duty required of company directors by law is upheld.

To a limited extent Board members elected by a region can 'represent' the interests of that region, but only if this does not conflict with their primary fiduciary duty to Friends of the Earth as a whole. If there is a conflict of interest it will be determined in terms of the Board's process at the time.

The Board shall maintain and publicise a statement governing the role of Board members nominated by a region, identifying clearly what can and cannot be undertaken in that role, and emphasising the primary fiduciary duty to secure the benefit of Friends of the Earth as a whole.

In addition, the "job description" for prospective elected Board members will be altered to reflect this and also include:

Board members nominated by election will be expected to bring to the Board a knowledge of the region they represent, the key environmental issues affecting it and the work of Friends of the Earth in that region; and they will enable the decisions of the Board to reflect the differing needs, priorities, perspectives and issues affecting the regions of England and the devolved nations of Wales and Northern Ireland.

Board members elected by a region should act as a point of contact for that region; they should be aware of activity and issues arising in their region; and should have a limited involvement in subsequent action - all in appropriate and defined circumstances. This does not constitute an executive role within the organisation and the primary responsibility for taking action should remain with staff, including regional staff.

Board Motion 3: Removal on prohibition on employees of local groups standing as candidates for the Board

Rule 4, paragraph 4 of the current rules of election states: *"Employees of Local Groups will not be accepted as candidates for election to, or co-option onto the Board."*

There is no law preventing the appointment of employees of independent local groups to the Board. Charity law prevents employees of Friends of the Earth Trust from being appointed to the Trust in view of the conflict of interest they face and the charity rule that no trustee should benefit financially from the trust; and Friends of the Earth Limited (which is not a charity) adopts a similar position on grounds of good governance, in that where practicable it complies with the standards expected of charities. This restriction should remain for positions funded by Friends of the Earth, even if they are not employees of Friends of the Earth, since the holder of that position (whether employed by a Local Group or any other organisation) will be treated as benefiting from the trust, but we see no reason for local group employees who are not funded by Friends of the Earth to be barred. One region has nominated an employee of a local group in this election and that person is uncontested but is presently barred from standing. If the employment is not wholly or partly funded by Friends of the Earth we see no reason for that bar and propose that it is removed.

We therefore propose that this rule is replaced with the following:

"Employees of Local Groups or other organisations whose position is specifically funded in whole or part by Friends of the Earth Limited or Friends of the Earth Trust Limited will not be accepted as candidates for election to, or co-option onto, the Board."

Board Motion 4: Changes to the current Motions process

The Board of Friends of the Earth Limited seeks the approval of Conference to:-

Encourage greater participation of local groups in proposing, defining, amending and prioritising motions to Conference via a more streamlined and participative process;

Promote more active debate of motions at Conference.

Replace the old Amendment process with an “online” amendment process at a “discussion stage” of Motions.*

* The wording of this Sentence has been edited to improve its clarity, it previous read “Old amendment process to be replaced by electronic amendments at discussion stage of Motion”

Background Information:

Early in 2010, a Board working group was formed to look at the Conference Motions debate and how it could be improved.

Initial meetings and input generated a breadth of potential improvements to the Motions Debate itself, but also potential improvements to the wider Motions processes. As a result the Board is looking at wider Terms of Reference for the working group and this will be considered during the October Board Cycle.

However, some of the ideas already generated seemed obvious improvements on current processes, such as organised opportunities to discuss motions with their proposers in advance of the full plenary Debate. As a result these have already been implemented this year.

The Board wishes to bring other ideas to Conference at the first opportunity, with the ambition that some of these benefits feed through directly into the 2011 processes whilst the work-group continues with its work.

This motion seeks the approval of Conference to continue with work to improve the processes of both the Debate and the supporting motions processes, and specifically asks for approval to potentially replace the current “Amendments” process.

The traditional Amendments process has been regularly criticised by those proposing motions, those amending them, Local Groups waiting to prioritise motions, and those attending the Motions Debate itself. In 2010 no local group chose to take advantage of the process at all, but it still introduced a months delay before the final Motions Paper could be circulated. We seek to simply remove the existing Amendment step from the motions process in 2011, but instead run a much more public and participative on-line “proposal and discussion” process allowing Local Groups to submit motions, other groups to comment on them and the proposing groups to publicly explain or adapt their motion before it is finalised and motions go through to the prioritisation stage.

Although the Conference Standing Orders simply require the Returning Officer to “publish the procedure for the proposal of Motions to Conference (“Motions”) and Amendments to a Motion (“Amendments”)” and to meet the conference timetable, the Board would like to seek the specific approval of Conference 2010 to make this type of change, and to introduce it experimentally in time for Conference 2011.