

# HACKSPACE MANCHESTER

PROPOSED CHANGES TO GOVERNANCE  
OVERVIEW

# INTRODUCTION / OVERVIEW

- This document is a summary overview of the proposed changes to the Hackspace Governance Model
- It is recommended that alongside reading this summary, the full proposal plan is read
- Changes to the constitution will be required, these can be found on the google doc available below  
[https://docs.google.com/document/d/1pTy4uXatyl0KpsdMFY3KTCKCsc\\_4E2QWd2VAh9zPOQA/edit?usp=sharing](https://docs.google.com/document/d/1pTy4uXatyl0KpsdMFY3KTCKCsc_4E2QWd2VAh9zPOQA/edit?usp=sharing)

# BOARD STRUCTURE

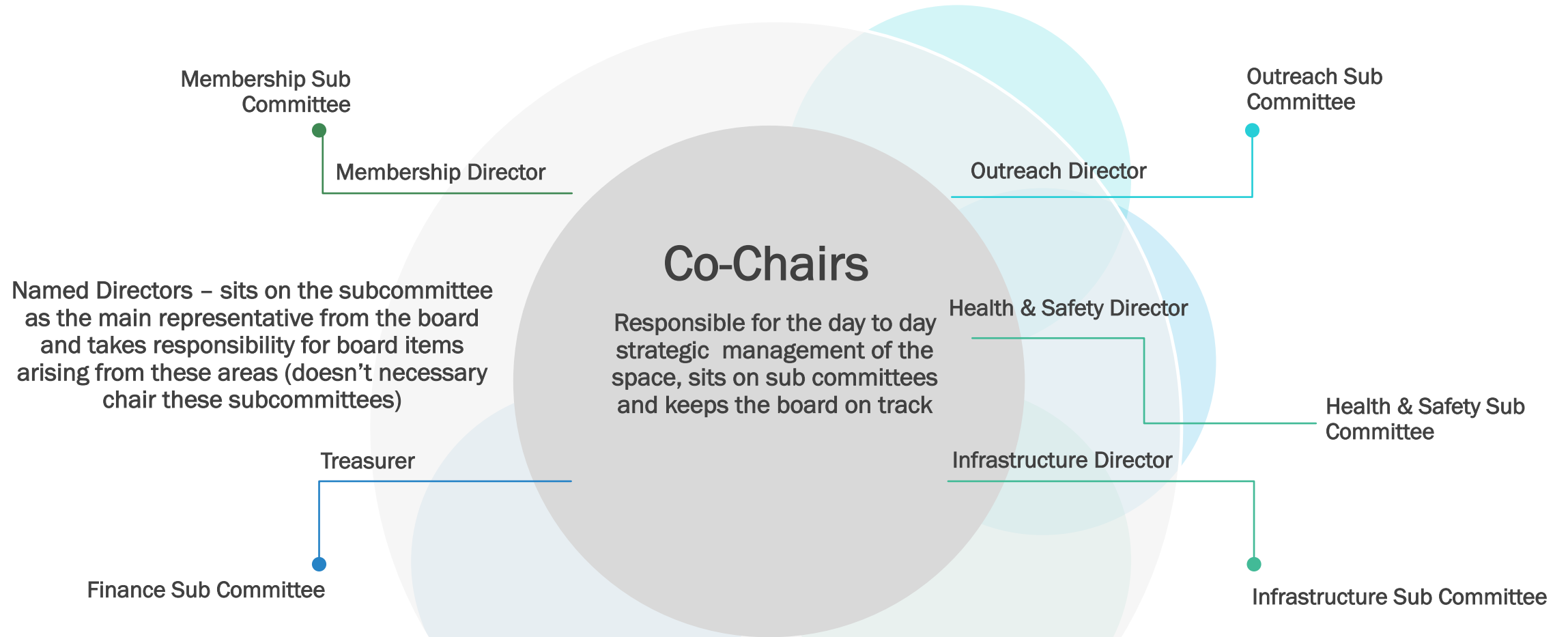
## CURRENT STRUCTURE

- 5 Places Max
- 2 Year Term
- Chair / Secretary role

## PROPOSED STRUCTURE

- Increase Maximum Number of Directors to 9
- Board set the number between 3 & 9 each year
- Number approved at AGM each year
- Not all positions need to be filled (Eg the board can operate with 5 people despite 7 openings being available at election)
- 2 Co-Chairs
- Responsible Directors
- Role Descriptions

# BOARD STRUCTURE



*Note: The named director of responsibility of an area of operations is not expected to do any work related to those activities alone, they are the person who should take the lead at a board level for that area and ensure that the work is carried out either collectively by the board, the sub committee or by forming a short lived project team.*

# GOVERNANCE CALENDAR

## Introduction of a governance calendar of activities

| Action                | Due Date                   | Comment   | Action                  | Due Date       | Comment   |
|-----------------------|----------------------------|---|-------------------------|----------------|---|
| Financial Year        | 01 Apr – 31 Mar            |   | Board Induction Session | October        | Induction Session for new Board members following election                                      |
| Annual Members Survey | June                       | An Annual Members Survey allows for feedback to be gathered and acted upon  | Board Strategy Session  | December       | Setting the Goals for the year  |
| Board Annual Review   | August                     | Board will carry out an annual review of governance and operational matters including number of directors needed, code of governance (COG) review and review of the organisations purpose and income sources as set out by the COG and review the necessary policies and release a report | Members Meetings        | Every 2 Months | October, December, February, April, June, August  |
| AGM                   | Last Saturday in September | Annual Accounts for previous financial year should be ready for this  | Board Meetings          | Every 2 Months | October, December, February, April, June, August - Additional Meetings can be called if needed. |
| Election Cycle        | Last Sunday in September   | Board Calls the Election and Agreed at AGM – Returning Officer is Nominated at AGM  |                         |                |   |

# GOVERNANCE CODE OF PRACTICE

- Introduction of a code of governance which sets out what the board will do to improve governance
- Based off the good practice document charities governance code and adapted to be more Hackspace relevant.
- 7 principles

## The 7 principles to this code:

- Organisational Purpose
- Leadership
- Integrity
- Decision Making / Risk Control
- Board Effectiveness
- Diversity
- Openness & Accountability

# ORGANISATIONAL PURPOSE

THE BOARD IS CLEAR ABOUT THE ORGANISATION AIMS AND ENSURES THAT THESE ARE BEING DELIVERED EFFECTIVELY AND SUSTAINABLY.

| Determining organisational purpose   | Achieving the purpose   | Analysing the external environment and planning for sustainability   |
|--|---|--|
| The board will at least annually review the Organisation purposes, and the external environment in which it works, to make sure that the Organisation and its purposes, stay relevant and valid. | All Directors can explain the Organisation purpose  | The board will at least annually review the sustainability of its income sources and their impact on achieving the organisation’s purposes in the short, medium and longer term.                               |
| The board leads the development of, and agrees, a strategy or plan that aims to achieve the Organisation purposes and is clear about the desired outputs, outcomes and impacts.                  | The board will evaluate the Organisation impact, outputs and outcomes on an ongoing basis as a standing item at board meetings. | The board recognises its broader responsibilities towards members, wider society and the environment, and acts on them in a manner consistent with the Organisation purposes, values, and available resources. |

# LEADERSHIP

## HACKSPACE MANCHESTER IS HEADED BY AN EFFECTIVE BOARD THAT PROVIDES STRATEGIC LEADERSHIP IN LINE WITH THE ORGANISATION AIMS AND VALUES.

| Leading the Organisation   | Leading by example   | Commitment   |
|--|--|--|
| The board and individual Directors take collective responsibility for its decisions.   | The board agrees the values, consistent with the Organisation purpose, that it wishes to promote and makes sure that these values underpin all its decisions and the Organisation activities (see also Principle 1). | All Directors give sufficient time to the Organisation (minimum of 1 hour per week) to carry out their responsibilities effectively. This includes preparing for meetings and sitting on sub committees and other governance bodies where needed. The expected time commitment is made clear to Directors before nomination or appointment and again on acceptance of nomination or appointment. |
| The chair(s) provides leadership to the board and takes responsibility for ensuring the board has agreed priorities, appropriate structures, processes and a productive culture and has Directors who are able to govern well and therefore add value to the Organisation. | The board recognises, respects and welcomes diverse, different and, at times, conflicting Director’s views.  | Where individual board members are also involved in operational activities, for example as volunteers, they are clear about the capacity in which they are acting at any given time and understand what they are and are not authorised to do.   |
| The board makes sure there are proper arrangements for the recruitment, support and supervision of volunteers and sub-committee members  | The board supports any member to feel confident and able to provide the information, advice and feedback necessary to the board.   |  |
| The boards functions are formally recorded. There are role descriptions that define Directors’ responsibilities for all Directors that differentiate clearly between the responsibilities those of the chair and other officer positions.                                  |  |  |

# INTEGRITY

THE BOARD ACTS WITH INTEGRITY, ADOPTING VALUES AND CREATING A CULTURE WHICH HELPS ACHIEVE THE ORGANISATION PURPOSES. THE BOARD IS AWARE OF THE IMPORTANCE OF THE MEMBER’S CONFIDENCE AND TRUST IN THE HACKSPACE, AND DIRECTORS UNDERTAKE THEIR DUTIES ACCORDINGLY.

| Maintaining the Organisation reputation   | Identifying, dealing with and recording conflicts of interest/loyalty   |
|---|---|
| The Board will adopt and adhere to a suitable code of conduct that sets out expected standards.   | The board understands how real and perceived conflicts of interests and conflicts of loyalty can affect a Organisation performance and reputation   |
| The board considers how the Organisation is perceived by members, outside organisations and the general public. It makes sure that the Organisation operates responsibly and ethically, in line with its own aims and values.                   | Directors disclose any actual or potential conflicts to the board, and deals with these in line with the Organisation governing document and a regularly reviewed conflicts of interest policy. |
| The board ensures that the Organisation follows the law. It also considers adherence to non-binding rules, codes and standards, for example relevant regulatory guidance, the ‘Nolan Principles’ and other initiatives that promote confidence. | Registers of interests are kept and made available to members.  |
|   | Directors keep their independence and tell the board if they feel influenced by any interest, or may be perceived as being influenced or to having a conflict.                                  |

# DECISION MAKING, RISK & CONTROL

THE BOARD MAKES SURE THAT ITS DECISION-MAKING PROCESSES ARE INFORMED, RIGOROUS AND TIMELY, AND THAT EFFECTIVE DELEGATION, CONTROL AND RISK-ASSESSMENT, AND MANAGEMENT SYSTEMS ARE SET UP AND MONITORED.

| Delegation & Control   | Managing & Monitoring Organisational Performance   | Actively Managing Risks   |
|--|--|---|
| The board regularly reviews which matters are reserved to the board and which can be delegated. It collectively exercises the powers of delegation to committees, teams, individual Directors individual members or outside contractors where appropriate  | The board makes sure that operational plans and budgets are in line with the Organisation purposes, strategic aims and resources.  | The board retains overall responsibility for risk management and discusses and decides the level of risk it is prepared to accept for specific and combined risks.  |
| The board describes its 'delegations' framework in a document which provides sufficient detail and clear boundaries that the delegations can be clearly understood and carried out.  | The board regularly monitors performance using a consistent framework and checks performance against the Organisation strategic aims, operational plans and budgets.                                     | The board will regularly review the Organisation specific significant risks and the effect of these risks added together. It makes plans to mitigate and manage these risks appropriately.  |
| The board makes sure that its committees have suitable terms of reference and membership and that the terms of reference are reviewed regularly and the committee membership is refreshed regularly and does not rely too much on particular people  | The board agrees what information is needed to assess delivery against agreed plans, outcomes and timescales. Directors share timely, relevant and accurate information in an easy to understand format. | The board will put in place and regularly checks the Organisation process for identifying, prioritising, escalating and managing risks and, where applicable, the Organisation system of internal controls to manage these risks. The board reviews the effectiveness of the Organisation approach to risk at least every year. |
| Where the Organisation uses third party suppliers or services – the board assures itself that this work is carried out in the interests of the Organisation and in line with its values and the agreement between the Organisation and supplier. The board makes sure that such agreements are regularly reviewed to make sure they are still appropriate. | The board regularly considers information from other similar organisations to compare or benchmark the Organisation performance.   |   |
| The board will regularly review the Organisation key policies and procedures to ensure make sure that they still support, and are adequate for, the delivery of the Organisation aims. This includes: policies and procedures dealing with board strategies, functions and responsibilities, finances (including reserves), service or quality standards   |  |   |
| Committee members recognise that the board has ultimate responsibility.  |  |   |

# BOARD EFFECTIVENESS

THE BOARD WORKS AS AN EFFECTIVE TEAM, USING THE APPROPRIATE BALANCE OF SKILLS, EXPERIENCE, BACKGROUNDS AND KNOWLEDGE TO MAKE INFORMED DECISIONS.

| Working as an effective team  | Reviewing the board's composition  | Overseeing appointments   | Developing the board   |
|---|--|---|--|
| <p>The chair(s), working with board members and sub-committee chairs, plans the board's work and meetings, making sure Directors have the information, time and space they need to explore key issues and reach well-considered decisions.</p>  | <p>The board has, and regularly considers, the skills, knowledge and experience it needs to govern, lead and deliver the Organisation purposes effectively. It reflects this mix in its Director's appointments, balancing the need for continuity with the need to refresh the board.</p> | <p>There is a formal, rigorous and transparent procedure to appoint new Directors to the board</p>  | <p>Directors will receive an appropriately resourced induction when they join the board that includes meetings with other board members and covers all areas of the Organisation work.</p>   |
| <p>The board regularly discusses its effectiveness and its ability to work together as a team, including individuals' motivations and expectations about behaviours. Directors take time to understand each other's motivations to build trust within the board and the chair(s) asks for feedback on how to foster an environment where Directors can constructively challenge each other.</p> | <p>The board is big enough that the needs of the Organisation work can be carried out and changes to the board 's composition can be managed without too much disruption. A minimum board of at least five but no more than twelve Directors is typically considered good practice.</p>    |   |  |
| <p>Where significant differences of opinion arise, Directors take time to consider the range of perspectives and outcomes, respecting all viewpoints and the value of compromise in board discussions.</p>  | <p>The Board will carry out a skills audit prior to each election cycle to highlight the needs for particular people with skills in those area and actively attempt to recruit members that meet these skills</p>  | <p>Directors are appointed for an agreed length of time, subject to any applicable constitutional or statutory provisions relating to election and re-election. If a Director has served for more than nine years, their reappointment is subject to a particularly rigorous review and takes into account the need for progressive refreshing of the board</p> | <p>The board reviews its own performance, including that of the chair(s). These reviews might consider the board's balance of skills, experience and knowledge, its diversity, how the board works together and other factors that affect its effectiveness.</p> |
| <p>The board collectively can get independent, professional advice in areas such as governance, the law and finance. This is either on a pro-bono basis or at the Organisation expense if needed for the board to discharge its duties.</p>   | <p>The Board will annually review the number of places on the board in line with the constitution and will set this number based on the needs of the organisation. By default the number of places will be 5 but the board have the ability to increase this up to 9 or reduce to 3.</p>   |   | <p>Directors can explain how they check their own performance and will carry out yearly self assessments.</p>  |
| <p>The board meets as often as it needs to be effective and no less than every two (2) months.</p>  |  |   |  |

# DIVERSITY

THE BOARD’S APPROACH TO DIVERSITY SUPPORTS ITS EFFECTIVENESS, LEADERSHIP AND DECISION MAKING.

| Encouraging inclusive and accessible participation   | Recruiting diverse Directors  | Monitoring and reporting on diversity   |
|--|---|---|
| The board will periodically takes part in training and/or reflection about diversity and understands its responsibilities in this area.  | The board regularly looks at the skills, experience and diversity of background of its members to find imbalances and gaps, informing director recruitment and training.                | Directors ensure that there are plans in place to monitor and achieve the board’s diversity objectives.               |
| The board makes a positive effort to remove, reduce or prevent obstacles to people being Directors, allocating budgets, where necessary, to achieve this within the Organisation available resources. (This could include looking at the time, location and frequency of meetings how papers and information are presented to the board, for example using digital technology offering communications in formats such as audio and Braille paying reasonable expenses etc) | The board sees diversity, in all its forms, as an important part of its regular board reviews. The board recognises the value of a diverse board and has suitable diversity objectives. |   |
| The chair(s) regularly asks for feedback on how meetings can be made more accessible and how to create an environment where Directors can constructively challenge each other and all voices are equally heard.  |   | The board publishes a description of what steps it has taken to address the diversity and accessibility of the board. |

# OPENNESS AND ACCOUNTABILITY

THE BOARD LEADS THE ORGANISATION IN BEING TRANSPARENT AND ACCOUNTABLE. THE ORGANISATION IS OPEN IN ITS WORK, UNLESS THERE IS GOOD REASON FOR IT NOT TO BE.

| Communicating and consulting effectively with members  | Developing a culture of openness within the Organisation   | Member engagement   |
|--|--|---|
| The board will ensure that members have an opportunity to hold the board to account through agreed processes and routes, for example we will host a quarterly question and answer session.   | The board will receive regular reports on the positive and negative feedback from subcommittees, members and outside members and will demonstrate that it learns from mistakes and uses this learning to improve performance and internal decision making. | The board will regularly engage the membership through members meetings, surveys and in any other way deemed appropriate and use these opportunities to listen to members questions/concerns etc alongside feeding back the work of the board |
| The Board will commit to holding an Annual General Meeting each year   | The board makes sure that there is a transparent, well-publicised effective, and timely process for making and handling a complaint, and that any internal or external complaints are handled constructively, impartially and effectively.                 | Members are encouraged to engage with the board at anytime (not waiting on the next engagement event) via email or requesting a meeting   |
| The Board will commit that it will engage and consult members about any significant changes to the way the space operates.   |  |   |
| The board identifies that members have an interest in the Organisation’s work and will make sure that there is a strategy for regular and effective communication with these members about the Organisation purposes, values, work and achievements, including information that enables them to measure the Organisation success in achieving its purposes, and as part of this strategy, the board thinks about how to communicate how the Organisation is governed, who the Directors are and the decisions they make. | The board keeps a register of interests for Directors and agrees an approach for how these are communicated publicly in line with Principle 3.   | Members are encouraged to engage with the board at anytime (not waiting on the next engagement event) via email or requesting a meeting   |
|  | The board will ensure that minutes from all Board Meetings are made publicly available within 7 days of the Board Meeting  |   |
|  | The board will regularly feedback to members the work of the board, the current status of the Hackspace in regards to membership levels, finance and board performance.  |   |
|  | The board will consider any request for information from members and will release this information within 28 days unless legally unable to do so (eg for GDPR reasons)   |   |
|  | Members will be permitted to observe board meetings on request to the board (though will not be permitted to stay for any discussion that is deemed confidential).   |   |

# PROPOSED CHANGES TO THE CONSTITUTION

## THE FOLLOWING CHANGES ARE PROPOSED TO THE CONSTITUTION

- Add in powers to allow members to direct the directors to take or not to take a particular action
- Add in the requirement for a membership fee to be payable
- Add in the requirement for an AGM each year to be held
- Amend the wording around director retirements – All directors serving more than 20 months at the time of election must retire rather than 1/3<sup>rd</sup>
- Add a time commitment for Directors and a requirement to undergo any necessary training
- Add in an agreement to comply with a code of governance
- Appointing a returning officer / election changes
- Make the constitution gender neutral
- Remove the restriction on 5 being the maximum number of directors