

Organisational Transformation Steering Committee



Briefing

You may recall that the Institute came precariously close to announcing closure at the 2019 AGM. Though a series of improvements to the way we do things lifted our prospects considerably, the Covid pandemic and subsequent increase in costs of energy and day to day consumables still leaves us financially vulnerable. Additionally, there are short and long term issues with our building that need to be addressed as soon as we are able.

To improve our chances of long term survival to serve our members and community, we recognise that this organisation needs to be able to access external sources of grant funding. Discussions with funding bodies suggest that, as the world's first Institute associated with the railways, we are likely to receive such aid. However, that the Institute is not one of the officially recognised fundable organisation types with a constitution that includes an 'asset lock' is a barrier to receiving such funding.

The Committee sought independent organisational and legal advice from Durham Community Action as to what type of organisation would be the best fit for the Institute in order to become officially recognised and fundable whilst meaning as little change as possible to what our members expect on a day to day basis. Those discussions eliminated two possibilities; Community Interest Company and Charitable Incorporated Organisation as not being a good fit for our Institute, but recommended that we look into becoming a Community Benefit Society (CBS).

At the 2022 Annual General Meeting of the Institute a motion was tabled, and passed, that the Institute should investigate organisational transformation. Then at a meeting of the Committee it was passed that, in line with the prescribed process for becoming a CBS, an Organisational Transformation Steering Committee (hereafter called the Steering Committee) be formed. All members of the current Committee have had opportunity to be part of the Steering Committee, but as numbers of interested parties was low we have extended the invitation to a cross-section of members. In doing so we are seeking a balanced selection of gender, age and views.

What the Steering Committee is NOT:

It is not a replacement for the Institute's current Management Committee, which will carry on while the Steering Committee creates its recommendation.

It is not a permanent Committee; it will exist only for as long as it takes to produce a recommendation that is acceptable to the Institute membership.

Aims of the Steering Committee:

To become a CBS the Institute will have to do two things. Firstly, prove that it is fit and ready to do so, and secondly to gain the approval of the membership. The aims of the Steering Committee will principally be as below.

We appreciate that list will look quite technical and may seem daunting or intimidating. Please understand though that there are two organisations that will help and advise us where required and both know and appreciate that these transitions are undertaken by ordinary everyday folk. They will help us wherever we need it.

- To review the standard Model Rules for a CBS (which are produced and governed by the Plunkett Foundation) and assess their fit for our Institute (some customisation is allowed)
- To oversee the creation of proposed drafts for the following mandatory documents and policies (for which templates for some are provided by the Plunkett Foundation):
 - Code of Conduct.
 - General Data Protection Regulations (GDPR) Statement.
 - Reserves and Distribution Policy.
 - Share Withdrawal Policy.

- Dispute and Complaints Procedure.
- Membership Strategy.
- Register of Members.
- To decide on the creation of optional recommended documents and policies (a list of which will be presented at the kick-off meeting).
- To set standing orders for Annual General Meeting.
- To engage in consultation with the membership - providing information.
- To propose the means by which approval of the membership will be secured.
- To present the proposal for transformation to the Institute membership at a Special Meeting.
- To manage the members' decision making process.
- To update the Management Committee at their meetings (this will be done by members of the Steering Committee that also sit on the Management Committee)
- If accepted, to manage the transition to becoming a CBS and handover to the Management Committee, which will be re-elected under the terms of the new rules on transition.

What we need from members of the Steering Committee.

This transformation in some ways represents the biggest change to the Institute since its handover to the members by British Rail in the 1980s. But it is also about making sure that the transformation ensures continuity, that the Institute stays true to its core purpose and values and that the members are satisfied that it will carry on giving them the service they have always expected. We have 190 years of tradition to live up to, and a community of members who will continue to need what we provide in the years ahead.

- That you will **actively engage** in the process set out above. There is a lot to do, but also lots of help and the pathway has been set out clearly for us.
- That you will try to **commit time to participate**. Though we understand that we can't all be available every time the Steering Committee will meet
- That you will **be honest** in expressing your views as the work of the Steering Committee progresses.
- That you will be happy to **discuss the proposal and process with other members, and the Management Committee**, whenever you like. There is nothing 'secret' about the transformation or how we go about it, and open communication and consultation is part of the process.
- That you will **treat other members of the Steering Committee with respect** for the duration of executing its duties.

Steering Committee Kick-Off Meeting

A kick off meeting of the Steering Committee will take place on Saturday 21st January at 11:00am in the Lounge

This session will be to:

- Discuss the proposed approach,
- To show some of the existing templates, checklists and collateral,
- To field any initial questions
- To establish a way of working and meeting schedule

Steering Committee candidates and other interested parties are invited to attend.