

THE IONA COMMUNITY NEW COUNCIL REMIT & STANDING ORDERS

1. Purpose:

The Council is, on behalf of Plenary, responsible for the planning and carrying out of the policy of the Iona Community, and for the administration, management and control of the affairs and property of the Community. Generally, it may exercise powers on behalf of the Community, subject to the provisions of the Companies Act 2006 or the Memorandum and Articles of Association of the Iona Community and to such regulations as may be decided by the Community in Plenary meeting. *(For an overview of the Community's Governance, see document 'Iona Community Governance overview')*

2. Duties:

The Council is responsible for: -

- (a) developing and approving the 3-year rolling strategy for the Iona Community overall to achieve its purpose and to inform the planning of the Community Resources and Community Life Committees;
- (b) approving the overall financial budget to enable the achievement of the strategy;
- (c) monitoring and supporting the implementation of the strategy;
- (d) approving the annual plans and budgets of the Committees;
- (e) the relationship of the Community with its Members, Associates and Friends;
- (f) the relationship of the Community with external bodies;
- (g) approving the Annual Report and Accounts;
- (h) the leadership recruitment/election process and review of the Leader's term at 4 years;
- (i) fulfilling its duties to ensure sound financial health of the charity, with systems in place to optimise financial sustainability and accountability;
- (j) reviewing major risks and associated opportunities regularly, and satisfying itself that systems are in place to take advantage of opportunities, and to manage and mitigate the risks;
- (k) dealing with other such issues of a strategic nature which may occur from time to time.

3. Membership:

- (a) Council will comprise twelve directors (also known as trustees) appointed by the Appointments Panel and ratified at an annual general meeting. Eight of these shall be full members of the Iona Community and four shall be appointed from outwith the membership, though Associate Members will be eligible.
- (b) The Convener of Council should be one of the appointed directors, selected by the Appointments Panel, again through an application and interview process. A Vice-Convener of Council and the conveners of the Community Resources and Community Life Committees should be appointed by Council from among their number, with the assistance of the Appointments Panel.
- (c) Any casual vacancies that may occur within the Council shall be filled by the Appointments Panel, and any casual vacancies in bodies set up under Articles 38 and 39 shall be filled by Council in consultation with the Appointments Panel. In all cases, such co-opted persons will hold office up to the expiry date of the term of office of the person whom they are replacing, and will then be eligible for reappointment for one further term.
- (d) Other than the appointed directors, only the following shall be in attendance at meetings of Council: Leader, Executive Director, Iona Warden, Support Services Manager, Minute-taker.

4. Directors' Term of Office:

- (a) Unless otherwise approved by an annual general meeting, all directors, including the Convener, shall be appointed for a period of four years, after which they may be eligible for a further four years. After that period, they shall not be eligible for reappointment until after a further period of one year.
- (b) The office of a director of the Council shall be vacated:
 - i) If the director becomes bankrupt or makes any arrangement or composition with creditors;
 - ii) If the director becomes of unsound mind;
 - iii) If the director resigns from the Council by notice in writing to the Company Secretary;
 - iv) If the member ceases to hold office by reason of any order made under Section 295 to 299 (inclusive) of the Companies Act 1985; or
 - v) If the director fails to attend four consecutive meetings of Council without providing an explanation acceptable to Council.

Role and Responsibilities of the Convener, see separate document 'Convener of Council Role Description'.

Role and responsibilities of Directors/Trustees, see separate document 'Role and Responsibilities of Trustees'.

5. Proceedings of the Council:

- (a) The Council shall meet at least four times in each year and may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) The quorum necessary for the transaction of the business of the Council shall be fifty percent plus one (50%+1), all of whom shall be directors.
- (c) The Convener, or in their absence, the Vice-Convener, shall preside at the meetings of the Council. In the absence of both the Convener and the Vice-Convener, the members of the Council present shall choose one of their members to preside at the meeting.
- (d) If a vote is required at a meeting it shall be decided by a simple majority. In the case of equality of votes, the person chairing the meeting shall have a second or casting vote. Those entitled to vote are the Directors.
- (e) No regulation, however made by the Community in Plenary meeting shall invalidate any prior act of Council which would have been valid if that regulation had not been made.
- (f) All acts in good faith by any meeting of the Council or by any person acting as a member of the Council shall be as valid as if every such person had been appointed and was duly qualified to be a member of the Council, even if it is afterwards discovered there was some defect in the appointment of any such member or person acting as aforesaid, or that they were disqualified.
- (g) Decisions taken at a meeting of the Council which is not quorate will require to be approved at the following meeting.
- (h) The Council shall keep minutes for the purpose:
 - i) of recording all appointments of officers and staff made by the Council;
 - ii) of recording the names of the members of the Council present at each meeting;
 - iii) of recording all resolutions and proceedings at all meetings of the Council;
- (i) The Council may decide to conduct part of its proceedings in "closed session". In this event, membership of the Council in "closed session" will comprise the Directors and the Council appointed members of staff (Leader, Executive Director), but the Convener or the presiding member of the Council may decide otherwise. A separate minute of the proceedings will be made, kept in a file for the purpose and will be available to Council members, and to staff and office bearers determined by the Council.

6. Responsibilities of the Council

- (a) The Council shall appoint and employ such officers and staff as it considers necessary, and shall, subject to the provisions of the Memorandum and Articles of Association, regulate their duties and fix their salaries.
- (b) The Council shall appoint the Company Secretary for such term, at such remuneration and upon such conditions as it may think fit. Any Company Secretary so appointed may be removed by the Council.
- (c) The Council shall have power to set up such other committees, working groups and regional groups as it may think appropriate from time to time, and shall determine their terms of reference, powers, duration and composition. The membership of any such committee or group should not normally comprise more than seven persons. Appointments should be made by the Council in consultation with the Appointments Panel.
- (d) The Council shall ensure that the Working Principles of the Iona Community are practised (found on pp 2-4 of the Prayer Book).
- (e) The Council shall ensure that there are adequate systems to comply with legislation and to safeguard the interest of the Community.
- (f) The Council has a legal responsibility for the financial viability of the Iona Community.
- (g) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Community, shall be signed, drawn and accepted, endorsed or otherwise executed, as the case may be, in such a manner as the Council shall determine.
- (h) The Council shall ensure that the Iona Community complies with the Companies Acts, Charities Acts, and its own Articles of Association with respect to books of accounts, presentation of annual accounts, and annual audit requirements.
- (i) The Council shall have the authority to appoint as patrons of the Community, for such periods as it sees appropriate, people who may be prepared to support the aims and objects of the Community. No voting rights shall attach to the position of Patron.
- (j) In respect of staffing matters, Council shall receive for information reports from the Community Resources Committee and note the establishment of new posts, the job descriptions for senior executive staff, and the terms and conditions of employment of the Community's staff, including annual salary inflation awards.
- (k) The Council shall monitor the Community's staffing management and structure and give advice and instruction, as necessary.

7. Council Executive:

- (a) The Executive shall comprise the Convener, the Vice-Convener and the Conveners of the Community Resources and the Community Life Committees, with the Leader and the Executive Director in attendance.
- (b) The Executive may meet at any time as deemed necessary by the Convener of Council to transact business which cannot wait for a Council meeting.
- (c) The Executive may make decisions by personal attendance, telephone, internet telephony, email, or other means providing always that decisions are made by an appropriate quorum and majority.
- (d) The Executive shall have powers to deal with issues and take such decisions which ordinarily fall within the powers of Council, and which, in the opinion of the Convener of Council and the Leader and/or Executive Director, require attention before the next appointed meeting of Council. These will be reported to and where necessary homologated at the next meeting of Council.

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