

July 2018

Dear Member,

This document is a proposal for the modernisation of the Gauge O Guild management structure, which has been presented by the Management Review Team to the Council who are now ready to receive questions and comments on the proposed changes from members.

Following a consultation period until the end of September 2018 your responses will be reviewed again by the MRT and any proposed changes will go before the full Council and finally before the membership. Any changes will not take effect until September 2019.

Members are requested to direct their questions, comments or queries to their Constituency Representative in the first instance and not post them on the guild forum.

Questions may be referred by the Constituency Representatives back to the members of the Management Review Team for clarification if needed, who will assist in making clear the proposals contained in the document and give answers to any questions your area representative is unable to answer.

The members of the MRT taking part in this are Steve Lamb, John Hobden and Richard Clark.

Richard Clark

Secretary

## **MANAGEMENT REVIEW TEAM REPORT FOR THE GUILD COUNCIL JUNE 2018**

Council tasked the MRT to look at the Guild's current management structure and to recommend changes to meet the future needs of the Company.

### **PRESENT STRUCTURE AND HISTORY OVERVIEW**

The current structure of the Guild was established in 1992 when it became incorporated as a Company Limited by Guarantee. Prior to this, a main committee managed the Guild with various sub committees. An issue at that time was that the main committee was made up of members elected by the membership with a limited number of places changing at each AGM. As most of the Guild membership was based in the South of England the main committee did not reflect the wider membership in all parts of the country. Specifically, members in the Northern area of the country did not feel sufficiently represented. With the need to protect the principal officers, the establishment of a company with incorporated status and with a more balanced management structure was agreed, the current Constituency Representatives' areas were established and a Council of Management introduced. To meet the requirements of Limited status the managers of committees and principal officers were formed to become the Board of Directors.

This method of managing the Guild has now been in use the past twenty-six years. It has given benefits in regional input into the direction of the Guild, while allowing the Directors to carry out the day-to-day activities. Changes to the Articles of the Company have been made over the years with policy decision making given to the whole Council. The election of management has been chosen directly by the members without recommendation by the Council.

### **COMMITTEES**

The structure of the Committees, which carry out the day-to-day work of the Guild, has undergone little change. The Membership and Finance Committee became the Membership and General Purposes Committee, whilst the Events, Technical and Publication teams continue as they have over many years.

Finance has become very much accountancy-based with VAT and annual reports and has become a 'department' in its own right, overseen by the Treasurer. As new methods of communication have become more important the Membership and GP Committee has taken the responsibility for the Constituency Representatives, the web site and the forum. It also manages the membership database.

### **FUTURE STRUCTURE**

In looking at the management structure, it has become evident with faster communications and such facilities as electronic voting and telephone conferencing, that the current structure does not easily lend itself to the changing technologies. Consequently, the MRT looked at making the structure much more streamlined to ensure decision-making and communication processes could keep pace with modern methods of working.

It has put together a much simpler single-tier structure, while protecting the regional input so that decisions respect the wishes and needs of both national and international membership. It is radical

in terms of change but has built in safeguards to guarantee regional representation at the head of the Company.

The large structure of the current Council with its 22 members does not lend itself to speedy decision making processes or timely communication. Further the present 2-tier management structure, which largely relies on personal attendance at meetings, is extremely expensive to administer and has been the subject of considerable criticism from some elements of the membership in view of the recognised need to control costs.

The MRT would like to see the fourteen Constituency Representatives retained as they carry out valuable work in promoting the Guild at events and have contact with the membership at large. The proposal is to create four new Regional Managers from within their number (where possible). These Regional Managers will take responsibility for the regions' constituencies and their representatives and be active in communicating through them to the membership. The Membership and GP committee will maintain its role with the overseas members and their constituency representative should continue to report to the M&GP Chairman. All remaining Constituency Representatives would report to the Regional Managers whose regions will be split into equal size in terms of the number of members in them. They will use e-mail and electronic means to communicate directly and help to ensure we gain more exposure via multi gauge events and address new membership markets (such as RTR modellers) that are now gaining momentum.

The duties of the present Council will become the direct responsibility of the new Council, which will include the Principal Officers, the Committee Chairmen, the four Regional Managers and the non-voting Vice Presidents Representative. There will be no separate Board of Directors.

With a Council of twelve, it will become much easier to hold telephone conference meetings, use electronic voting and take decisions more quickly.

The question of the cost of the Council and Board was given consideration and the new structure would reduce the cost of meetings and accommodation. It would be likely that the new Council would need to meet on a regular basis but that, between meetings, the use of electronic communication would be the normal and preferred means.

A possibility would be to allow the Constituency Representatives to have an informal meeting annually at Telford to exchange information and ideas and to provide them with an annual reward for the work they do for the membership at large. It is proposed that the Constituency Representatives retain their annual budget to enable their work in constituencies to continue.

The Council would become a twelve-person structure with the Principal Officers and Committee Chairmen being proposed by members and elected by the whole membership. The Vice Presidents' Representative would remain non-voting and would continue to be selected by the Vice Presidents.

The Four Regional Managers would be voted on by the members they represent, not the whole membership.

## **TERMS OF OFFICE**

Following the present proposals to amend the current Directors terms of office it is proposed that any decision taken at the 2018 EGM would remain in place. The new Regional Managers would serve a term of three years, thus allowing the other Constituency Representatives in the region the opportunity to put their names forward for taking over the role of the Regional Manager. In the event of no Constituency Representative being willing to stand in their Region any ordinary member

living within the region would be able to be nominated. All Council members would retire in a planned sequence and in the event of an early retirement, this would be required to be continued as set out in the current proposal before the membership at this year's AGM.

## **DUTIES OF REGIONAL MANAGERS**

### **Participation in the Council**

1. Attendance at Guild Council meetings to bring such matters before the Council as he or she believes proper on behalf of Constituency Representatives and ordinary members. To participate in discussion on matters placed before the Council and to take part in Council decision-making in accordance with Guild rules.
2. Regional Managers will draw Council's attention in a constructive way to situations where they believe that agreed Guild policy, decisions, or rules are not being followed.

### **Participation in the Management of the Guild**

3. Council members are eligible to serve on committees as part of their contribution to the effective running of the Guild.

### **Liaison between Constituency Representatives, Guild members and the Council**

4. To liaise between the Council, Constituency Representatives and their members, by reporting to the Council the known views, where appropriate, of Constituency Representatives and their members and to present to the Council reports on constituency activities.
5. In as far as is practicable and appropriate to ensure that Guild proposals, policies and decisions are communicated to members and any relevant feed-back passed to the Council.
6. To ensure that the Guilds representation throughout the region is continually monitored and maintained to the highest standard possible.

### **Representation of Members interests**

7. Regional Managers should ensure that members' complaints, requests for information or clarification are brought to the Council or the appropriate Guild Officer and that satisfactory responses are obtained.

### **Regional Budgets**

8. Constituency Representatives will continue to be provided with an annual budget as an aid to carrying out the responsibilities outlined in their Code of Practice. Any amounts claimed should be within their budget and adhere to the Guild's Expenses Policy, supported wherever possible by receipts and submitted to the Regional Manager as they are incurred. Regional Managers will maintain and review expenditure and authorise expenditure in their region.

### **Reports and Co-ordination**

- Regional Managers will provide *Guild News* with information on their regional activities, and co-ordinate show and other event attendance with the Constituency Representatives to maximise the exposure and promotion of the Guild.

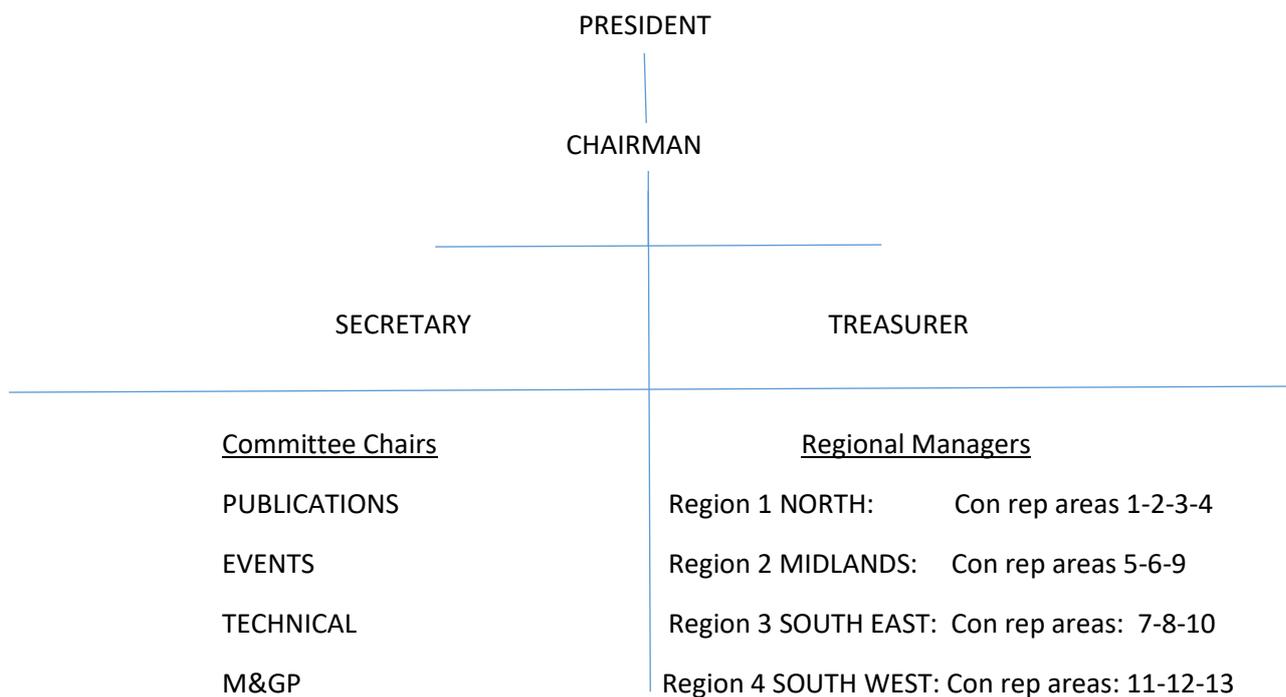
## ARTICLES AND RULES

These are to be revised to reflect any changes and brought to the 2019 AGM.

## PROPOSED STRUCTURE



### REVIEW OF MANAGEMENT STRUCTURE OF THE COMPANY 2018



## SUMMARY & DIGEST

- New Council to consist of 12 people. No separate Board.
- Constituency Representatives report to the Regional Managers
- Council meetings min 4 per annum.
- Regional Managers have a term of 3 years.

5. Regional Managers should ideally be a Constituency Representative but may be an ordinary member living in the region that they would represent.
6. Overseas Con Rep reports to M&GP as now.
7. All Council members retire in a planned sequence.
8. All Voting Council members are elected by the total membership except the Regional Managers who should be elected by the members within their region.
9. Constituency Representatives continue to be elected by their constituency members as at present.
10. Meeting between Con Reps and Council to be held annually at Telford or when otherwise requested by the Council.
11. Regional Managers will conduct their responsibilities by meetings and electronic communication.
12. Articles and Rules will be amended to meet the planned new structure.
13. Con Reps receive an annual budget to enable them to perform their work in the field.
14. Timescale for consultation and change is 12 months (AGM 2019).

***Notes: All voting members of the new Council will, under the Companies Act, be legally responsible as if they were Directors. The name difference does not allow them negate any of the legal responsibilities under the Act. This does not apply to the non-voting advisory post of the Vice Presidents Representative.***

Management Revision Team

Origination date: 3<sup>rd</sup> November 2017

Code: MRT/Man. Structure/2017/Version 10

