

Social Work Scotland Ltd.
Company number: SC317274

Annual General Meeting of the Association 08 December 2023

Special Resolution: Board of Director Sub-Committees

Background

In the management and governance of Social Work Scotland's activity it is often necessary to convene a subset of the Board of Directors, facilitating quick response to immediate issues (e.g. a complex media enquiry), or to provide in-depth consideration on specific matters (e.g. staff remuneration policy). In such instances it is not practicable to convene a full meeting of the Board of Directors, however the Board as a whole retains responsibility for any decisions taken.

Articles 88 to 117¹ set out the functions and powers of Social Work Scotland's Board of Directors. Within various articles there is reference to the business of the Association being managed by the Board, subject to "any agreed delegation to other committees" and "by a meeting of a committee of directors".

This wording has been considered sufficient to cover those instances where a subset of the Board of Directors has been convened to conduct relevant business. However, as the demand for such discussion has increased, and the nature of the discussions has become more predictable and substantive, the Board of Directors has now concluded that the articles should be updated to make explicit their power to establish 'Board sub-committees'. The Board will retain discretion over the focus and life-span of any sub-committee, but the proposed change to the Articles of Association is intended to formalise, and improve the transparency and governance of, current arrangements.

Special Resolution

Members are asked to:

- a) Review the proposed changes to the Memorandum and Articles of Association,

¹ Social Work Scotland's Memorandum and Articles of Association (Dec. 2021)

set out below.

- b) Approve the changes,

Proposed changes to the Articles of Association

The Memorandum and Articles of Association are to be amended as followed:

[After Article 91, insert the following new clauses, and renumber those remaining]

DELEGATION TO SUB-COMMITTEES

92. The Board may delegate any of their functions and powers to Board sub-committees. The focus and name of Board sub-committees are at the discretion of the Board. Any sub-committee must include at least two Directors. Other members of the association may also be invited to join sub-committees.

93. When delegating powers under article 92, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board of Directors). The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee (including removal of members of each subcommittee) shall be set by the Board.

94. Any delegation of powers under article 92 may be revoked or altered by the Board of Directors at any time.

Proposer: Mike Burns

Seconder: Ben Farrugia

All changes approved by members, special resolution passed on 8 December 2023.