

Board and Governance structure for Fontis

A proposal for discussion

1 Introduction

Fontis has been set up with a clear transformation purpose. Our mission is to improve the practice of involvement, engagement and participation and thereby transform the quality of public services, increase social cohesion and improve the collective well-being of people across the UK.

Fontis aims to have impact at all levels of society and government by operating in a number of different and complementary ways - as a social enterprise, as a business and as a membership organisation.

The Board and Governance arrangements are based on combining sound involvement principles in the way the organisation itself operates and develops the clear business focus needed to secure its sustainability.

More specifically the organisational structure and governance arrangements have been designed to achieve the following objectives

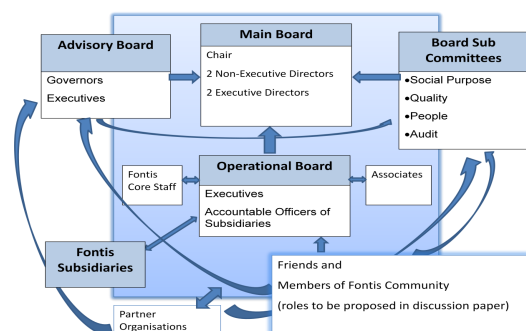
- to support a founding commitment to operate in accordance with a strong social purpose
- to stimulate, sustain and accommodate business growth
- to create a flexible capacity and skills base (small core staffing, low permanent pay costs)
- to enable funding to be sought from a range of potentially disparate sources for its activities including governmental, social enterprise and charitable sources
- to accommodate a membership structure which will be developed over time.

2 Overall Organisational Structure

This will be embedded in its Articles and Memorandum of Understanding and reflected in a structure consisting of

- Fontis Main Board and Subcommittees
- Directors and employed staff
- Advisory Board and Governors
- Associates
- Members

An enlarged version of this diagram is shown as an appendix to this paper.



3 Fontis Main Board and Subcommittees

3.1 Main Board

The Board will fulfil the full range of responsibilities expected of a registered company, including

- Legal and financial compliance
- Business strategy and sustainability
- Risk management

The Board will consist of

- 2 x Executive Directors
- 3 x Non-Executive Directors

The Board members will cover the following main areas of competence between them

- Knowledge of the finance and legal obligations of companies operating with a social purpose
- Business development and fundraising skills
- Governance and risk for companies
- Specialist Knowledge of Marketing, Membership and Communications

and/or

- Talent Management

Non-Executive Directors will be

- formally appointed
- required to meet all reasonable expectation of Board Directors
- unremunerated
- appointed for three years, with the possibility of renewal.

One Non-Executive will be appointed as Chair. This can only happen with the unanimous support of the Executive Directors. The same will apply to dismissal from that role and from any role as Non Executive Director.

The balance will be reviewed from time to time.

3.2 Subcommittees

There will be three standing subcommittees

- Audit – membership consisting of the 3 non-executive directors
- People – capacity, skillbase, remuneration, employment responsibilities – 3 x Board Directors
- Social Purpose – (as minimum) 3 x Board Directors plus 2 x members of Advisory Board.
- Quality Assurance and Customer Service – (as a minimum) 3 x Board Directors plus up to 10 members

4 Directors and Employed Staff

There will initially be two Executive Directors.

The company has been established in such a way that the option of additional Directors can be accommodated at some point. These may be Directors of subsidiary companies, although subsidiary concerns are likely to be handled through an Operational Board.

Fontis will operate according to a human capital model which keeps direct employment to a minimum, securing its skill-base through

- creation of self-contained subsidiaries deploying different legal and business structures appropriate to their activities (e.g. companies, co-operatives)
- adoption of Associate model (no retainer or legal responsibility)
- contracted / partnership arrangements with specialist suppliers
- voluntary and pro bono activities

5 Advisory Board and Governors

Consisting of the 2 Executive Directors and up to 12 Governors

The key responsibilities of the Advisory Board will be

- To help define the social purpose and direction of Fontis
- To generate a Business Plan and proposals for Board approval

The Governors, appointed by the Board on recommendation of both Executive Directors, will contribute to the development of Fontis by

- acting collectively as the core advisors on Fontis' operating environment and its positioning within that environment

- collectively acting as a visible leadership and advocacy group on involvement within the UK
- contributing to hallmark activities of Fontis – for example its leadership and professional development activities
- bringing in ideas and potential projects which meet the purposes of Fontis and helping to build the core capacity needed to develop and deliver them
- acting as paid advisors for proposals and programmes of work
- acting as mentors and foils for schemes and ideas and for subsidiaries.

Governors will be part-time and time-limited appointments (normally one year renewable for three years). There will be a generic formal agreement setting out the relationship between the Governors and Fontis, including Code of Practice, Confidentiality, Conflict of Interest. The agreement will not usually specify a time commitment.

Governors will receive a retainer to act as ambassadors and advocates for Fontis on a basis set by the People Committee, reflecting individual and collective contribution and the financial health of the organisation.

In return Fontis offers Governors

- Networking opportunities and stimulation from like-minded thought-leaders
- Direct input into the direction and leadership of the organisation
- Space and support to turn ideas into action
- High-quality learning and development network
- Outlet for enthusiasm and innovation
- Opportunity to apply knowledge
- Additional income as above

6 Associates

Fontis will offer the opportunity for a number of specialist consultants to identify themselves as Associates of Fontis.

The relationship will be regulated by terms and conditions, including the following. The title of Associate will

- enable use of the title of Associate and a Business Card supplied by Fontis
- signify a formal contractual obligation to Fontis, set out in the Associates Handbook and including a Code of Practice, Copyright and Intellectual Property requirements, Information Disclosure, Conflict of Interest, Quality Assurance
- not offer any guarantee of income. Associates are non-fundable positions and Associates will be paid on a project by project basis. Associates will be paid based on the current Fontis fee structure, which will be set by the Board and notified to Associates

- will require payment (determined by the Board) per annum to cover administrative and marketing costs
- allow free access to approved membership levels of Fontis websites
- be dependent on maintenance of full levels of professional insurance

Associates will be brought together from time to time to explore business proposals and their delivery.

7 Members

Fontis is aiming to develop membership as a fundamental part of its purpose and modus operandi.

The nature of the membership offer may well change over time although it is likely to focus on a platform supported through the Fontis website. The view of the Directors is that membership should

- encourage active involvement by enabling open exchange and access between members
- generate an inclusive community which members need to join formally
- be enabled exclusively through the main Fontis website
- allow collection of low-demand but high-value data for use in designing Fontis' products and services
- enable members to play an active role in the governance and direction of the network and/or the organisation itself
- contribute significantly to the income base of the organisation.

Consideration has already been given to a range of possible membership packages using a scale of annual charges offering access to different networks and products.

Although discussions with technical experts who will develop the core content are underway, it is unlikely the membership offers will crystallise until the New Year 2010.

The intention would be for the possibility for the membership to decide with the Directors how members would be involved in the organisation. This would not extend to ownership but could and should include influencing the direction and operations of Fontis and its subsidiaries. This is reflected in the organisational diagram and would need to be reflected also in the legal establishment of Fontis.

Graham English & Mark Butler

October 2009

Fontis Structure And Governance

