

Running Meetings Factsheet

This factsheet covers the following key issues and topics relating to running meetings for VCSE organisations:

- Meeting Requirements
- Types of Meeting – Trustee/Committee; AGM; EGM
- Meeting Documents – Notice, Agenda, Minutes

Meeting Requirements

The governing documents of your charity or VCSE organisation may require a certain number and type of meetings to be held and may set out the way these meetings should be called and run. The Charity Commission advises that all meetings are called using a notice and agenda (and some procedures for charity meetings are found in the Charities Act 2011 and for charitable companies in the Companies Act 2006).

You can choose to hold some meetings by video or telephone conferencing or hybrid methods if this is in your governing documents. If it is not, then either you must use means that ensure participants can both see and hear each other, or you need to amend your governing documents.

The Chartered Governance Institute has produced [good practice guidance](#) on holding virtual meetings. The Charity Commission's [Coronavirus Guidance for the Charity Sector](#) also has a section on meetings.

Voting methods should be appropriate to your meeting and votes needed for different decisions can vary but a majority is usual. The governing documents will often set out voting arrangements.

The Charity Commission has guidance on [Charity Meetings: Making Decisions and Voting](#) and on running meetings and committee roles at: [Charities and Meetings](#).

Types of Meetings

- **Trustee or Committee meetings** are where charities and VCSE organisations make their main decisions and should reflect their needs. The Charity Commission recommends a minimum of two full trustees or committee meetings in 12 months and that the 'quorum' (or minimum number of trustees/committee members meeting) is one-third of the total number plus one.
Only trustees/committee members can vote at these meetings, but they may invite staff members, professional advisers, partners or funders to attend for relevant agenda items.

- An **AGM (Annual General Meeting)** is a meeting held yearly at which all members of an organisation can attend and vote. You are only required to hold an AGM if it is in your governing documents and, at any AGM, you only have to decide on those matters specified in these documents. They may also state when in the year your AGM should be held.

The Charity Commission states an AGM 's aims are to provide the opportunity for the organisation to explain its management to members and its members to ask questions before voting on business items.

The functions of an AGM can include:

- Approving minutes from the previous AGM as an accurate record
- Approving the yearly accounts
- Receiving an annual report on the organisation's activities
- Making changes to the governing document
- Electing Trustees / committee members
- Appointing independent examiners/auditors (for gross annual incomes of more than £25,000)
- Discussing any members' resolutions received

Reasonable notice of your AGM should be sent with relevant documents to all members (at least 20 working days is advised unless your governing document states otherwise). Your annual report and accounts should also be sent to every member or made available at the venue before your AGM. A CPlus have a useful [accounts template for small groups](#) and guidance on [charity annual returns](#).

An accurate and up to date list of members is important and publicity can also help ensure members are aware of the meeting and may encourage public interest. You should hold your AGM in a place easily accessible for all members and with facilities which enable full participation.

Your governing document will usually set out who can attend and vote at an AGM and you may have different voting rights for different types of members. It also may specify the quorum of members who must be present to make valid decisions and this should be appropriate to your membership size. Staff or any partners or professional advisers invited cannot vote unless they are also members.

The Charity Commission advises the following good practice at AGMs:

- all trustees and members of senior management attend and are seated facing the members
- the Chair does not propose his or her own (re)election
- the (re)election of each trustee is a separate resolution
- any trustee does not propose, second or advocate a resolution in which they have an interest
- the Chair allows sufficient time for members' questions during the meeting
- the Chair explains the effect and purpose of each proposed resolution before putting it to a vote and whether the decision of the AGM is binding
- members who have put forward proposed resolutions can draft and have circulated an explanation (of reasonable length) and any other supporting documents
- the Chair allows an opportunity for the proposer of any resolution to address the meeting
- attendance is recorded accurately (including apologies and substitutions) and minutes taken

Once you have fulfilled the formal part of the AGM, many organisations use the meeting as an opportunity to celebrate their achievements, network and promote new activities.



- An **EGM** is an **Extraordinary General Meeting** (or Special General Meeting - SGM) and is any general meeting of members other than an AGM. EGMs can be requested by trustees or members and are usually held for one-off business that needs members' approval between AGMs such as changes to the government document, merger proposals, or winding up the charity/organisation.

Members may request an EGM if they feel the organisation is not being run well or is not fulfilling its purpose or if they want more discussion of an important issue or decision. Your governing document may state the number of members needed to request an EGM and how they should go about doing it; a properly made request cannot be refused by trustees.

An EGM also requires reasonable notice and relevant documents to be sent to all members and similar good practice applies to meeting procedure, voting and record keeping as to an AGM above.

Meeting Documents

- An AGM or EGM **notice** should include details of the meeting and business to be considered, an invitation to propose resolutions / agenda items and, if appropriate, requests for nominations for trustees / officers and full names and brief descriptions of those standing for (re)election. The Charity Commission provides a useful example of an [AGM notice](#) which also includes an agenda template.
- An **agenda** is the order of a meeting proceedings and lists items of business. It has standing items for every meeting, such as apologies and minutes of the last meeting at the start and any other business and date of next meeting at the end. It also includes specific items and resolutions to be discussed or decided upon at that particular meeting. You may want to allocate timings for each item on the agenda and to also state the expected finish time of the meeting.
- **Minutes** are the legal record of the business of a meeting, once approved as an accurate record. Your governing documents or company law may require the taking and keeping of minutes for some meeting types but the Charity Commission anyway recommends that accurate minutes are kept of all meetings.

Minutes do not need to be a word-for-word account of the meeting but do need to record important information such as date, time and type of meeting, apologies and attendance (names, role and items attended) and agreed decisions and actions. They also need to record approval of and any changes to minutes of the previous meeting as well as any matters arising from them not under an agenda item.

According to the Charity Commission, minutes usually record:

- the precise wording of any resolution with the name of the proposer and (optional) seconder
- a summary of the discussion on each business item
- information upon which the decision was based
- details of the decision i.e. who voted and how and if the Chair used a casting vote
- the action required
- the names of the people responsible for implementing the decision/action
- the date, time and venue of the next meeting

It can be difficult to both take accurate notes and participate fully in the meeting and therefore it is recommended minutes should be taken by someone not directly involved wherever possible.



Minutes should be drafted and circulated to participants as soon as possible after a meeting for their agreement and for actions to be implemented. Any trustee/member who thinks the minutes are inaccurate, should discuss the matter with the chair before approval at the next meeting.

All meeting minutes should be kept during a charity/organisations' life as a record of its decisions. Minutes of trustee meetings should be made available to all trustees and minutes of general meetings to all members, but they do not have to be publicly available unless in your governing document.

An [explanatory sample template for Board minutes](#) has been produced by Ireland's Charity Regulator.

Voscur is a council for voluntary service and a development agency for the voluntary, community and social enterprise sector in Bristol.

We deliver **training** on different aspects of running a VCSE organisation. Follow this link to our VCSE Academy to look for upcoming courses: <https://www.vcseacademy.org/courses/> We can also offer bespoke training for your organisation, so do get in touch to discuss your training needs.

Voscur is here to **support** VCSE organisations. For support, advice and guidance on how to apply this information in your particular circumstances, please contact us: info@voscur.org 0117 909 9949

