|  |
| --- |
| **Date** Wednesday 22nd March 2023**Time** 13:15 – 14:15**Venue** Virtual AGM via Zoom Video Call **In Attendance:** As per registration list and registration book. **Apologies:** Terry Madden, Coletta Dalikeni, Ann Fitzpatrick, Sarah Donnelly, Valerie O’Brien, and Mary Kennedy .  |
| **Agenda Item**  |  | **Actioned By** |
| Meeting Materials | The following documents were circulated to members via email and were available to download from the website: Notice of EGM, Proxy Voting Form, Standing Orders, ‘Redline’ Constitution, As adopted Constitution, Director Transition Proposal, Board Rotation 2023-2030, Encouraging Non IASW Members to Join SIGS’s & Key Recommendations of the Governance Review.  | The Company Secretary |
| Welcome Technical Instructions Proxy VotesAdoption of Standing Orders Governance Review Report | Vivian Geiran, Chair of the IASW welcomed all the attendees to the EGM and thanked them for coming. Vivian thanked members for their commitment to the association and their participation in World Social Work Day celebrations. Vivian apologised to the attendees regarding the late circulation of the amended versions of the Constitution (red-line and final version), these versions did not include the text for the new article 59(b). Vivian read the technical instructions and meeting etiquette.* The AGM will be recorded.
* Everyone will be muted during the call. To speak use the ‘raise hand function’. If given the opportunity to talk, the host will put you on spotlight and a sign will appear in your screen requesting you to unmute yourself.
* If you experience any technical difficulties, please send a private chat message to Sarah (Host) or call her on 086 0241055.
* Polls will be read by the Chair in advance of each vote/poll e.g., adoption of Standing Orders, adoption of Minutes, adoption of Annual Report, etc.
* Motions will be read by the Motion Proposer in advance of each vote.

Proxy votes were received from: Terry Madden, Sarah Donnelly, and Valerie O’Brien. The Standing Orders and the Appointment of the Procedurals Officer, Danielle McGoldrick were:Proposed by: Donal O’Malley Seconded by: Gary Gartland**32 in Favour - 0 abstentions – 0 against****Standing Orders were adopted & Procedural Officer Appointed**Vivian thanked Senan Turnbull and the Governance Review Working Group members for all their hard work over the last eight months. Vivian thanked the Council groups for their participation in the consultation sessions. Vivian confirmed that the Board of Directors have accepted the report from the Governance Review and noted that today is the first day in the IASW progressing the recommendations of the report. Vivian provided a brief overview of the key recommendations of the Governance Review including proposal for the rotation of Directors.  |  |
| Motion(s) 1-2 | The final motions (1-2) were circulated to all members and were available to download from the IASW website. **Motion (1)** **Proposed by & Seconded by** The Irish Board of Directors     That current Rule 6:2 ‘*Rules & Byelaws shall only be altered or amended by a simple majority of Members present and voting at General Meetings called in accordance with the relevant Memorandum & Articles of the Association, all Members having been notified’* be deleted and be replaced by new Article 59 in the Constitution: *‘The Directors shall from time to time adopt or amend strategies, plans, budgets, byelaws, policies and procedures as they deem appropriate for the effective management of the Company’.***Explanation:** Following from a Governance Review the Board of the IASW is proposing to the EGM that Rule 6.2 be deleted and that it be replaced by new Article 59 in the Constitution: The Board believes that the requirement to bring all changes to its rules and byelaws to a General Meeting is no longer in line with best governance practices. The ongoing and ever-increasing emphasis on registered companies being able to demonstrate compliance with best practice requires that byelaws, policies, procedures, and rules need to be varied on an ongoing basis. The practicality or desirability of calling an EGM or delaying changes until the next AGM would leave the Company vulnerable to not being in compliant with the law, regulation, or best practice.It is accepted as best practice across the not-for-profit sector that the Board (with advice from the members, it’s committees, staff and external specialists) is the appropriate body within the Company to oversee and decide on what is necessary and appropriate to ensure that the organisation is fit for purpose on an ongoing basis and that it is in the best position to set necessary framework of byelaws, policies, procedures and rules for the Company.In this context the Board recommends that the Rules and Bye-Laws document be eliminated and be replaced by a set of policies, procedures, and byelaws across all the standards of the Charities Code of Governance. To move in this direction will require the passing of this resolution at the EGM by a simple majority.**32 in Favour - 0 abstentions – 1 against****Motion was duly passed.****Motion (2): Special Resolution****Proposed by & Seconded by** The Irish Board of Directors     “**THAT**” the regulations contained in the attached printed document marked for the purposes of identification with the letter ‘A’ be, and they are, approved and adopted as the constitution of the Company to the exclusion of the existing memorandum and articles of association of the Company”.**Explanation:** It is proposed to amend the current Constitution to what is set out in Document A to reflect best practice and language. The Constitution of the Company may only be altered or amended by a Special Resolution passed by a 75% majority of Members present and voting at General Meetings called in accordance with the relevant Memorandum & Articles of the Association, all Members having been notified’.The key recommended change to the Constitution is in the composition of the Board. There would still be a maximum of ten members on the Board, but those Board members would be either elected or nominated and appointed by the Boards for a term of three years at a time. In the case of elected members (i.e., those IASW members elected at AGM - max of 7) they could serve for a maximum of three three-year terms, while independent directors (i.e., those appointed by the Board from outside the IASW membership - max of 3) could serve for two three-year terms. Independent directors are increasingly and successfully used on Boards, to add particular skills and experience to the capacity of the Board to carry out its leadership and oversight roles especially given the relatively singular nature of the qualifications and experiences of the membership of the Association. Following a detailed process in IASW, with the assistance of an external specialist, the Board recommends the adoption of the above Special Resolution, thereby introducing the new Constitution of the Company.**29 in Favour - 0 abstentions – 1 against****Motion was duly passed.** |  |
| A.O.B | Vivian thanked the Governance Review Working Group, staff team, Board, Council, representatives and members for their continued support, hard work on behalf of the profession and association. Meeting closed @ 14:15 |  |