

# North Howe Transition Toun Community Interest Company

## Code of Conduct

In addition to the regulations set down in the Memorandum ("Memorandum") and Articles ("Articles") of Association and the Companies Acts, the directors and members of North Howe Transition Toun (hereafter NHTT) agree the following code of conduct with regard to meetings and decision making of NHTT:

### A. Meetings

#### 1. Directors Meetings

- (i) All active members are – after a reasonable spell of induction (such 'spell' to be determined by the directors from time to time of NHTT but to be a period of at least 3 months] - eligible to become directors. Active members are defined as: "members who live, work or operate in the area of NHTT as outlined by OS maps available and who regularly attend and contribute to the work of an action group." (Coordinating group minutes, 11<sup>th</sup> May 2009)  
All Directors will attend coordinating group meetings (where practicable), which will be called at reasonable notice and are open to all members wishing to attend. Accordingly, notice of all directors meetings will be made available to all members. Members in attendance at Directors/Coordinating Group meetings will be given the opportunity to contribute to the discussions at that meeting after which the directors will make decisions in accordance with the consensus decision making process noted at B below.
- (ii) In accordance with Memorandum and Articles, Directors may appoint roles to members to perform duties and may delegate powers as necessary and in consultation with the wider membership. The decision of the Directors to appoint roles and delegate shall be taken in accordance with the consensus decision making process noted at B below. Where the day-to-day management of NHTT is delegated to a management committee then the management committee will be known as the "Action Group."
- (iii) In accordance with Memorandum and Articles, Directors and Action Groups may further delegate to a committee (or committees, sub committees, sub groups, working groups and research groups) to operate within parameters set by general meetings and with powers delegated from general meetings. NHTT has many stakeholders and decisions made within individual Action Groups can have implications for other groups. To aid communication and an integrated approach to NHTT's activities representatives of the Action Groups will report on past and intended future activities to the Directors at Coordinating Group meetings. Action groups will thus prepare plans, budgets etc. for consideration and discussion by the Directors who may wish to feedback to the Action Groups if so required.
- (iv) Notwithstanding section 5 of the Memorandum & Articles, members of NHTT will be able to review and decide by consensus the scope of the Directors functions, roles and responsibilities.

#### 2. Members Meetings

- (i) Notwithstanding Part Six 26.3 membership is open to anyone who applies and who qualifies within the definition states (part 6 26.5) and subscribes to the Memorandum & Articles and Code of Conduct.
- (ii) To maintain the inclusive nature of NHTT all decisions to be made at meetings of the members shall be made by consensus in accordance with the procedure set out at B below.

- (iii) Where the Memorandum, Articles and Companies Acts require the members to make a decision either by 'special resolution' (being a resolution requiring the approval of 75% of the members present and voting at any meeting considering such a resolution) or by ordinary resolution (being a resolution requiring the approval of more than 50% of the members present and voting at any meeting considering such a resolution) the members shall first follow the consensus decision making process and thereafter, assuming the matter is agreed by consensus shall then, to comply with the formalities of the Memorandum, Articles and Companies Acts, as appropriate, take a further decision to determine that the matter has been agreed by the requisite level of approval.

3. **All Meetings**

- (i) All notices of meetings – whether of Directors or members or of any committee or sub-group shall include an agenda which will include a paragraph explaining in brief the reason for wanting the issue raised. This may be accompanied by questions and proposals for consideration at the meeting. Where possible, there will be a facility for members to add to the agenda an item that they wish to be considered. Items may be added to the agenda for consideration up to 14 days prior to the day of the meeting.
- (ii) Prior to each meeting, the facilitator for that meeting shall collect all the items and not less than 14 days prior to the meeting shall circulate/post on the NHTT website an updated agenda.
- (iii) At each meeting, if practical, the following roles will be offered to those present:

**Facilitator:** The role of the facilitator is to help make the process of reaching a consensus decision easier. The Facilitator will accept responsibility for moving through the agenda on time; ensuring the group adheres to the mutually agreed-upon mechanics of the consensus process; and, if necessary, suggesting alternate or additional discussion or decision-making techniques, such as go-arounds, break-out groups or role-playing. If considered necessary a second facilitator may be appointed (for example, to diffuse the perceived power of the initial facilitator and to create a system whereby each facilitator can pass off facilitation duties if he or she becomes more personally engaged in a debate).

The facilitator(s) shall be drawn by descending an alphabetical list of members. Facilitating a general meeting is voluntary and passes to the next name on the register of members present at the meeting until a [capable] person accepts. If no one is found then the facilitation will default to the Chair.

**Timekeeper:** The purpose of the timekeeper is to ensure those present at the meeting keep to the schedule set in the agenda. The timekeeper will use a variety of techniques to ensure the meeting runs on time including: giving frequent time updates, ample warning of short time, and keeping individual speakers from taking an excessive amount of time.

**Empath:** The empath is charged with monitoring the 'emotional climate' of the meeting, taking note of the body language and other non-verbal cues of the participants with the purpose of defusing potential emotional conflicts, maintaining a climate free of intimidation and being aware of potentially destructive power dynamics, such as sexism or racism within the decision-making body.

Note taker: The role of the notes taker or secretary is to document the decisions, discussion and action points of the decision-making body.

It may be the case that some or all of these roles will be jointly taken by a single person.

## **B Decision Making**

The primary forum for decision making is face-to-face meetings.

### **Use of E-mail and other forms of electronic communication.**

In order to allow for progress, speed and efficiency around decision making, while also ensuring space for exploration of issues, minor or urgent decisions may be made via e-mail in between meetings if necessary. However, if any one person involved is uncomfortable with a particular decision being made by e-mail they can simply state this in an e-mail with no e-mail explanation being required. This issue will then be added to the agenda for the next meeting of the relevant group, or will be resolved by phone or face-to-face.

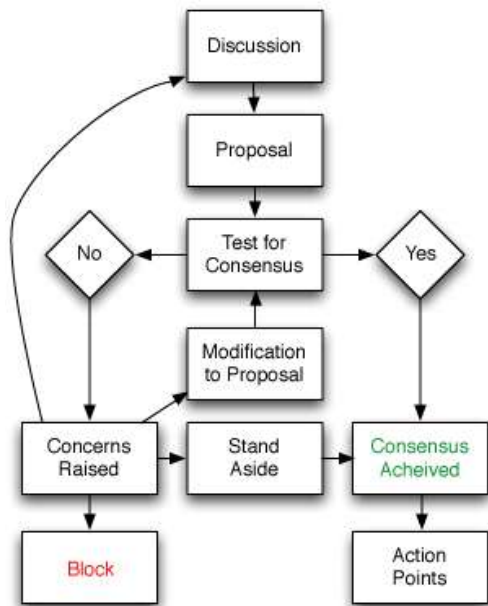
If any individuals in a given group do not use e-mail they may request to be included in the decision making process by some other means.

Any decisions made via e-mail will be brought to the next meeting of the relevant group for inclusion in the minutes.

Due care will be taken to avoid raising potentially emotive or complex issues via e-mail because of the potential for misinterpretation.

All decisions to be taken at meetings called in accordance with the Memorandum and Articles and this Code of Conduct shall be made by consensus in the following manner:

1. Discussion of the agenda item: Each item on the agenda will be discussed to identify the opinions of those present at the meeting and the information they or others are able to provide on the topic under discussion.
2. Formation of a proposal: Considering the issues and proposals identified in the general discussion, a formal decision proposal on the agenda item will be formally proposed or presented to those present at the meeting.
3. Call for consensus: The facilitator will then call for consensus on the proposal. To avoid interpretation of silence or inaction as agreement, each person present will be asked to state their agreement with the proposal.
4. Identification and addressing of concerns: If consensus is not achieved following step 3 above, each dissenter will be given the opportunity to present his or her concerns on the proposal, potentially starting another round of discussion (step 1) to address or clarify the concern.
5. Modification of the proposal: If required, the proposal will be amended, re-phrased or ridered (= a specific clause or condition is added) in an attempt to address the concerns of the dissenters at step 4. The process then returns to the call for consensus (step 3) and the cycle is repeated until a satisfactory decision is made.



### Overview of consensus decision making

At the centre of consensus decision-making lies the interest of the group as a whole and not that of an individual or a majority view.

Consensus is a decision-making process that works creatively to include all persons making the decision. Instead of simply voting for an item, or taking the majority view as decisive, the group is committed to finding solutions that everyone is comfortable with. By articulating the emerging consensus, members can be clear on the decision, and, as their views have been taken into account, are likely to support it.

Consensus is more than just a compromise. It is a process that can result in surprising and creative solutions - often better than the original suggestions.

In consensus process:

Multiple concerns and information are shared until the sense of the group is clear.

Discussion involves active listening and sharing of information. The consensus process actively solicits the input and participation of all relevant decision-makers.

Diversity is welcomed and embraced as it adds to the pool of information and perspectives available to the group.

Participants work cooperatively to reach the best possible decision for the group and all of its members, rather than opt to pursue a majority opinion, potentially to the detriment of a minority.

All members should be afforded, as much as possible, equal input into the process. The facilitator/group may limit the number of times a person asks to speak in order to ensure that all others are given the opportunity to be fully heard.

Ideas and solutions belong to the group; no names are recorded. The group as a whole is responsible for the decision and the decision belongs to the group.

The facilitator/group identifies areas of agreement and names disagreements to push discussion deeper.

The facilitator/group articulates the sense of the discussion, asks if there are other concerns, and proposes a "minute" of the decision.

The facilitator/group can reflect on whether one who is not uniting with the proposal is acting with concern for the group or not.

The facilitator is understood as serving the group rather than acting as person-in-charge.

Consensus takes time therefore does not work well in large groups, simply because there isn't time to hear everyone. To aid decision making in large groups it is useful to set up smaller, subgroups (working groups / committees / action groups) that report back and make recommendations to the larger groups.

During meetings with many participants a 'fishbowl' model for discussion can be adopted (see sources below).

Sources:

<http://www.ic.org/pnp/ocac/#anchor1454834>

[http://en.wikipedia.org/wiki/Consensus\\_decision-making](http://en.wikipedia.org/wiki/Consensus_decision-making)

<http://seedsforchange.org.uk/free/consens>

<http://transitionculture.org/2008/04/04/12-tools-for-transition-no12-how-to-run-a-fishbowl-discussion/>

HvK/NS/KB/AM/LvK/22/8/09

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### Names, Addresses and Signatures of Subscribers

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1. Signature:

Name:

Address:

Date: 26 September 2009

Witness to the above signature:

Signature:

Name: Bruce Britton

Address: 7 Priestden Park St Andrews Fife KY16 8DL UK

2. Signature:

Name:

Address:

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