

Why a governance project?

When the Chapter set its strategic goals in January 2020, it added a governance project to the list of actions. Eve Upton was appointed the lead for this having proposed it in line with her role as APMP UK's Finance Director.

The need arose from the Chapter's continuing growth and maturity – we needed to implement new checks and balances of good governance as any maturing limited company should. The friendly and trusting volunteering model served the Chapter well in its early years, but now, as it approached 'adulthood' of 18 years and over 2,000 members, it needed structure and better risk management. The members trust the Chapter to deliver benefits in an ethical and sustainable way. We wanted to make sure that trust could be secure in the future as the Chapter grew larger.

The first task was to understand best practice for company and not for profit governance and do the gap analysis for where we were.

Project aims

The initial analysis identified the following five actions:

1. **Reorganise** – as the Chapter grew, the same small group of volunteers held all the responsibility and therefore all the control. This is hard work but low risk when everyone has the best interests of the members and Chapter at heart, but not great governance. We needed clear separation of roles and responsibilities across the various roles (members, directors, chapter executives, volunteer teams). This was so no one group of people could make significant decisions alone – the best interests of the members would be protected. This activity includes the introduction of independent non-executive directors (more on this later).
2. **Director meeting clarity** – APMPUK Limited is a company that operates under UK law and has Articles of Association and Bylaws (its company rules) determining how meetings and reporting works, and who should make decisions at what level. We needed to make this clearer.
3. **Internal controls** – creation and update of controls and policies. Lots of policies were needed – the kind of things your companies have too. We wanted codes of conduct for our boards and volunteers, our speakers and our mentors. Making sure everyone knows they have a responsibility to act professionally and ethically with the membership and APMP brand reputation in mind at all times.
4. **Formalisation of reporting and engagement** – we want better ways to engage the membership and other stakeholders.

5. **Ongoing governance support** – consideration of the role of Company Secretary so the governance project continues. This is a standard company role with specific focus on governance.

Progress and next steps

At the time of writing, it is late 2022 and the Chapter has grown to over 2,600 members and is 21 years old. Where are we?

Reorganise

We are on the way. We have split the responsibilities of the voluntary APMP UK Chapter Board that you know and love who do all the good work day-to-day, and the Board of Directors (BoD) who run the APMPUK Limited company and think about strategy and value delivered. This means there are two groups to constructively question each other and make sure the Chapter is protected. Following an initial setup period, we have replaced two over-worked previous APMP UK Chapter Chair/CEOs who were on the APMPUK Limited BoD but have done their time to get us this far (thank you Gareth Earle and Jon Darby) with two experienced independent NEDs who will take us forward.

Non-Executive Directors (NEDs). This role provides the independent guidance and advice from deeply experienced people who can help the Chapter grow sustainably and deliver the best benefits it can in the long-run. They are intentionally not APMP members so they can give an independent view from those of us embedded in the industry.

We are so grateful that two outstanding candidates have agreed to join the APMPUK Limited BoD. We know they will be amazing and bring a wealth of knowledge that will ultimately deliver benefit to UK Chapter members.

The other APMPUK Limited BoD members are [Mairi Morrison](#) (current CEO), [Steven Coles](#) (past-CEO), and [Eve Upton](#) (acting Company Secretary for now).

By the way, no role on the APMP UK Chapter Board, APMPUK Limited Board of Directors, or volunteer teams is paid. We are all volunteers.

Director meeting clarity

All done.

Internal controls

All done (and regularly reviewed).

Formalisation of engagement

This is the member committee and we're working on making it real. Please engage when we do. In fact, volunteer for it.

Ongoing governance support

This is still on the to-do list as we bed the rest of the changes in. The appointment of independent NEDs will take this forward, with a focus on how effective companies do this – using best practice rather than reinventing the wheel.