

Participation and Oversight in National Maternity Voices CIC

National Maternity Voices CIC is a community interest company incorporated in October 2019 and its governing document is the [articles of association](#) (viewable on the companies house website and our own). The key clauses are reproduced below:

3.1 (**Asset Lock**) The Company shall not transfer any of its assets other than for full consideration.

4 (**Not for profit**) The Company is not established or conducted for private gain: any surplus or assets are used principally for the benefit of the community.

5. (**Objects**) The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to ***champion the voices of women and families in the development of maternity services in England.***

7. (**Liability of members**) The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up....

8. (**Directors Authority**) ...the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

9.1 (**Members' reserve power**) The members may, by special resolution, direct the Directors to take, or refrain from taking, specific action.

18.1 (**Decision making**) Questions arising at a Directors' meeting shall be decided by a majority of votes.

22. (**Directors Interests**) A Director must declare the nature and extent of any interest, direct or indirect, which she or he has in a proposed transaction or arrangement with the Company..

23.2 (**Appointment of Directors**) Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:

- (a) by ordinary resolution; or
- (b) by a decision of the Directors.

24 **Termination of Director's appointment** A person ceases to be a Director as soon as:
(f) at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views.

27 **Becoming a member**

27.3 No person shall be admitted a member of the Company unless she or he is approved by the Directors.

27.4 Every person who wishes to become a member shall deliver to the Company an application for membership in such form (and containing such information) as the Directors require..

29 **General meetings**

29.1 The Directors may call a general meeting at any time.

29.2 The Directors must call a general meeting if required to do so by the members..

34.1 **Quorum for General meetings** Five persons entitled to vote on the business to be transacted (each being a member, a proxy for a member or a duly Authorised Representative of a member); or 10% of the total membership (represented in person or by proxy), whichever is greater, shall be a quorum.

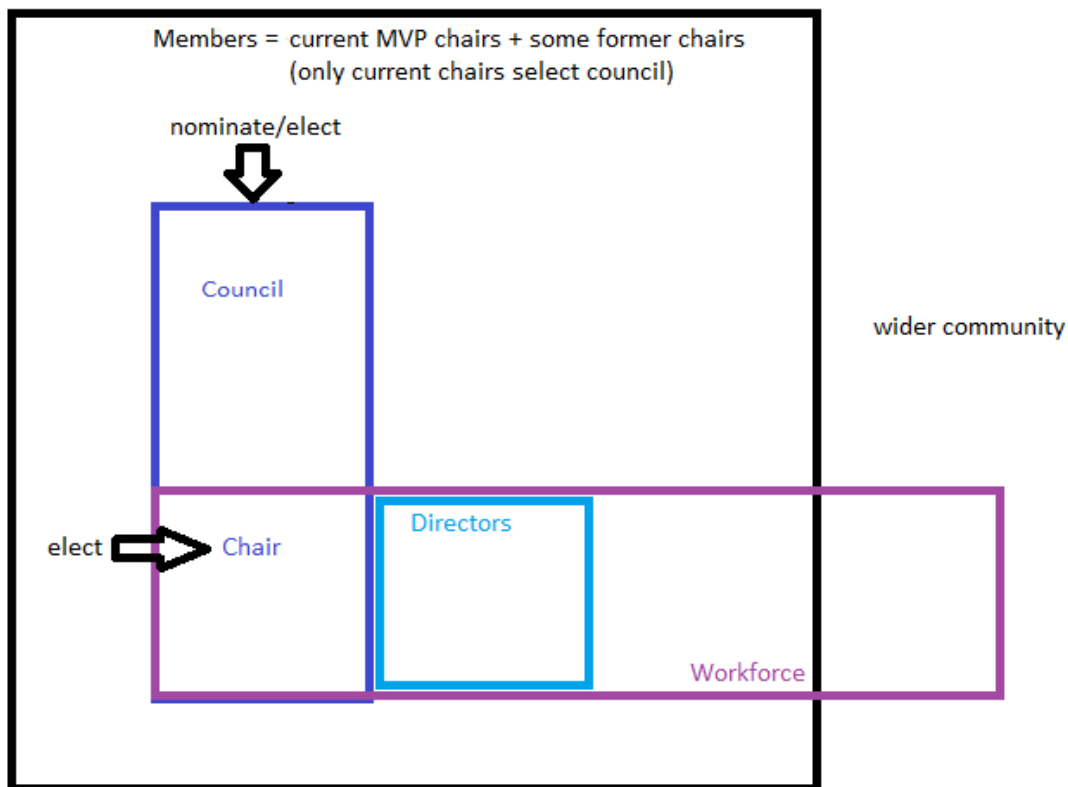
48.1 (**Minutes**) The Directors must cause minutes to be made available by electronic means to all members:

48.1.1 of all appointments of officers made by the Directors;

48.1.2 of all resolutions of the Company and of the Directors; and

48.1.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

49. **Records and accounts** The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of: 49.1 annual reports; 49.2 annual returns; and 49.3 annual statements of account.



National Maternity Voices CIC Structure

Membership

At the inaugural directors meeting on 7/11/19 it was resolved that core committee members of NMV be invited to join as members of the CIC in addition to the directors.

At a directors meeting on 30/7/20 it was resolved that all current chairs of Maternity Voices Partnerships in England be invited to join as members of the CIC. It was agreed that once individuals ceased to be chairs their membership would normally also cease and the new chair would become eligible. Former chairs can be members if working for National Maternity Voices.

Members will be asked to agree to contribute up to £1 if the company is wound up, uphold the [purpose and values of NMV](#) as set out on the website and submit their name, contact details, role, and MVP they chair or used to chair.

Workforce

The functions of the former 'committee' will be divided into the workforce (including the directors) and the council. Operational decisions will be made by the directors and the business of the CIC will be undertaken by the workers they contract to undertake it. In general NMV will seek to recruit from the Maternity Voices community rather than externally. Those directors that are not current MVP chairs will take steps to stay in touch with the wider MVP community. NMV aspires to reflect the diversity of maternity service users amongst its workforce. In particular, NMV will seek to recruit ethnic minority directors. NMV aspires to pay all our workers for all the work that they do. In the absence of funds, payments will be made in a way that is both practical and reasonably equitable.

National Maternity Voices Council

NMV wishes to ensure that it hears about its member chairs' concerns and those of the wider MVP community. We run social media groups and accounts, issue newsletters, survey our members and invite comment on specific topics from time to time. In order to strengthen this, we will invite members to represent the membership on a council which will meet bimonthly. The purpose of this council will be as a co-production forum to inform and review the work of National Maternity Voices CIC. At least 2 Directors will attend each council meeting. A remunerated secretary will manage the administration of council meetings.

The council will be chaired by a willing member elected either by the membership or if impractical by the other council members. The Chair of council will undertake representative work for MVPs at national level e.g. Better Births Stakeholder council and be remunerated for that. In addition time spent preparing and chairing meetings will be remunerated. (Total circa 1 day/month – other duties of the current chair will remain with the directors/workforce.) Other council members will be asked to attend council meetings voluntarily, though any project work for NMV outside of meetings should be remunerated. All meetings are normally virtual and should expenses arise, they will be reimbursed.

Any member (a current MVP chair or chair who has retired in the last year) wishing to stand for council should ask a current chair member to nominate them. If there are more nominees than spaces in any category then there will be an election based on one member one vote for each category:

- a) The most popular candidate for chair will be appointed.
- b) 2 ethnic minority chairs will be appointed.
- c) One member from each NHS Region (ideally in addition to above but certainly if none of the above from that Region).

Only those members of the CIC who are current chairs or co-chairs of MVPs will be able to vote. Only ethnic minority members will vote for category b. Category c will be voted on by the members in their own Region.

If there are fewer than 10 volunteers, or there are too few to meet one of these requirements, ongoing efforts will be made to recruit and co-opt member chairs with an appropriate background in line with the above criteria. The council may decide to co-opt associate members at any time, subject to the meetings remaining a workable size.

Changes to the personnel on the council will happen annually at the general meeting with each person serving between 2 and 6 years with re-appointment required after 3 years. (Those of the current committee appointed to council will have their term reckoned from when they joined the committee.)

Annual General Meeting

The inaugural general meeting of National Maternity Voices CIC will take place in early October 2020. Thereafter general meetings will be annual unless an extraordinary meeting is called. At the meeting the directors will present a report and accounts of activity in the year April to the previous March. The new council members will be appointed with a view to the first Council meeting taking place in late November. There will be an opportunity for members to submit questions to the directors. We will aim for any MVP member to be able to observe, but only registered members will be entitled to vote on any resolutions.

Drafted by Louise Griew, August 2020. Edited following committee meeting on 3/9/20

Edited again following discussion at the first general meeting of the CIC on 8th October 2020.

This procedure for appointing Council was approved by the General Meeting held on 8th October 2020