

By email, Friday 7 August

For the past 18 months, we have been actively reviewing our governance and internal structure at COPE. We are now ready to propose some important changes. These changes affect you as a COPE member and you will have the opportunity to comment on them at an Annual General Meeting to be held on 9 September at 2.00pm at The Montcalm Hotel, 34-40 Great Cumberland Place, London, W1H 7TW (you will also be able to vote by proxy or by returning your voting form by email). This email provides some context to these changes but note that full details of the changes will be circulated with the AGM email notice shortly.

Our structure has not changed since we were first established in 1997, catering for about 400 members, whereas we now have over 10,000 members globally. This increase has had a huge impact on how we work. Our Council is small, and all its members are volunteers. To run the organisation we have just one full time employee and three part-time freelancers as support. With increasingly complex issues arising, we now need an internal structure that can support all of our 10,000 members with the issues they face.

It is the prime responsibility of all of us on Council to ensure that COPE can continue to deliver its charitable outcomes as effectively as possible – this can only happen with due attention to our governance. Consequently, we contracted an expert on charity governance to help guide us through the process. While challenging and lengthy, this process has been invaluable in highlighting the issues we face, as well as providing recommendations to ensure we remain fit for purpose.

Some of the issues we face:

- COPE has a global membership which is likely to increase further and Council needs to consider how it can ensure the sustainability and effective management of such a large group of members with efficient use of limited resources.
- There is a risk that individuals do not want to stand for Council and/or Officer roles because they perceive the workload as too great and time-consuming.
- We risk overlooking some of our governance responsibilities as Trustees owing to our resources being focussed heavily on the practical support we provide members.
- COPE holds an Annual General Meeting (AGM) once a year for which turnout is very low, suggesting little interest in the wider membership for governance issues (which the AGM is for). Voting is always very low which means we run the risk of holding inquorate meetings and being unable to move forward with business decisions. Even with the introduction of electronic correspondence voting this has remained the case. It is also a poor tool for communicating with a large membership.
- Succession planning has been hard, particularly for the role of Chair, which has in the past carried the bulk of the responsibilities.

After much discussion within Council, review of similar organizations and their governance structures, and discussion with our external consultant and lawyers, Council have therefore agreed the following:

- To separate the governance and operational roles of Council. This means a Trustee Board of up to 12 Trustees will focus on the governance of COPE (ie its mission, strategy, budgets, monitoring performance and making key decisions). A separate Council of approximately 30 members, elected by, and representing, the General Membership (ie, you), will be responsible for the operational (that is the ethics) work of COPE, ensuring we fully support our members. This Council will vote for the Trustees and Officers (the Chair, Vice-Chair, Secretary and Treasurer). It will carry out a monitoring role of the Trustee Board and form a bridge between the Trustee Board and the General Membership of COPE.

- That the General Membership becomes non-constitutional members (non-voting) of COPE as a company and a charity (you will, however, be notified of any proposed changes to governance issues and your views taken into account). The General Membership will also continue to receive all of the current member benefits of membership of COPE and, very importantly, will continue to elect the members of the Council. The Council - which will be elected from the General Membership - will provide a pool of potential future Trustees and Officers, thus making succession planning easier.
- To delegate as much as possible of the running of COPE day to day to paid members of staff and increase staff/freelance levels where able – bearing in mind the need to handle our members money carefully – ensuring the Trustees and Council can focus solely on providing the advice, support and resources our members need.

COPE Council believes these changes to our structure, especially the increase in the size of Council, will help to ensure our ability to provide even more resources, support and education for our members in the complex world of publication ethics.

Annual General Meeting

2.00pm, 9 September, The Montcalm Hotel, 34 40 Great Cumberland Place, London, W1H 7TW.

We hope as many of our members as possible will be able to attend. Formal notification of the AGM and proposed changes will be circulated shortly.

If you have any questions in the meantime please do contact us here:

<http://publicationethics.org/contact-us>

With best wishes

Dr Virginia Barbour
Chair