

# Introduction

Here is a summary of the current structure of ClassicPress governance.

First, we have the Board of Directors of ClassicPress Ltd, which is a company registered in the UK, whose responsibility is to maintain the finances. The directors are Scott, James, Michelle, and Wade. Everything concerned with the company, including changes to the Board of Directors, must be done in accordance with UK company law. Wednesday's meeting is not concerned with the Board of Directors, and the point is mentioned only for the sake of completeness.

Then we have the Founding Committee, responsible for helping to get the ClassicPress project off the ground. The members of the Founding Committee are listed on [Democracy page of the website](#) as:

Pieter Bos  
Scott Bowler  
Michelle Coe  
Fredrik Forsmo  
Rui Guerreiro  
Ray Gulick  
Tim Kaye  
Charles Lecklider  
James Nylan  
Daniele Scasciafratte  
Wade Striebel  
Fabian Wolf

For obvious reasons, Wednesday's meeting is not concerned with changing the composition of the Founding Committee.

Finally, we have what the [Democracy page on the website](#) describes as “the Committee”, by which it clearly envisages a management group whose members will change over time. Currently, its members are the same as the members of the Founding Committee. It is to decide on the composition of this committee that is the purpose of Wednesday's meeting.

## Items for Discussion and Decision

The following are the issues that need to be discussed and resolved:

1. It seems to me that having the formal name of this committee as simply “the Committee” is a bit confusing. I suggest that it be formally known as the Management Committee (though, of course, it might well be called simply “the Committee” on an informal basis where the context is clear).
2. We have agreed in the past — at least informally — that we would make provision for changing the membership of this Committee on 1<sup>st</sup> January each year. I don't see any reason to change that, but it would be useful to confirm it now.

3. We need to be clear which of the Founding Committee members wish to continue to serve on the Management Committee.
4. We then need to agree on a mechanism for transitioning the members of the Founding Committee to the Management Committee.

One option would simply be to permit all those on the Founding Committee who wish to serve on the Management Committee to do so. This has the virtue of simplicity.

We have, however, previously discussed limiting the membership of the Management Committee (say, to 9 individuals). Obviously, if we simply allow everyone on the Founding Committee who wishes to become a member of the Management Committee, then we will be correspondingly limiting the number of other individuals who might join the Management Committee. The pros and cons of this approach should be easier to determine once we know who wishes to continue.

If we do not agree on having all willing Founding Committee members transition to members of the Management Committee, then we will need to decide on some basis for who should be allowed to transition.

5. The next issue to be discussed is length of tenure on the Management Committee. Previously, we discussed having three-year periods of membership (although, for the first two years of the Management Committee's existence, this model would suggest that some members should be elected for just one or two years until we completed our first three-year cycle).

In my view, this approach borrows too heavily from a model of governance that — at least for the moment — is unlikely to be appropriate for ClassicPress. It is typically adopted by corporations and non-profits for the purposes of ensuring lawful management of finances. But we already have the Board of Directors of ClassicPress Ltd who bear that responsibility.

Experience has already shown, I think, that life events make it unrealistic to expect Management Committee members to think as far as three years ahead in terms of their being useful and productive members of the committee. I therefore propose that we do not adopt a model of tenure of Management Committee membership that goes beyond one year.

6. We then need to decide how many places on the Management Committee should be made available to those who are not members of the Founding Committee.

As noted above, we have previously discussed fixing a limit to the size of the Management Committee. The two issues are related but not identical. If we decide to fix a limit, then presumably the idea is that we would adhere to this limit not just for 2020 but also 2021 and onwards. I am not really in favor of this idea because, again, I think life is likely to get in the way. I would prefer either (a) to decide simply how many open spots we want to fill, beyond those transitioning from the Founding Committee or (b) have no numerical limit at all on the open spots.

7. We will need to decide on a mechanism for electing or appointing individuals to these open spots. One option is to have a formal election, though that obviously raises the question of who

might vote. In any event, I don't favor this option because it could well lead to the election of individuals who do not actually contribute.

I would prefer instead that we open a Forum thread asking for nominations (including self-nominations) and endorsements, and then the Founding Committee votes on which of those mentioned should be made members of the Management Committee.

This approach has the added advantage to me that it should be possible add a new member to the Management Committee by the same mechanism at any time during the year if it proves necessary or useful to do so.

8. Finally, we should give some thought to how to handle the transition from the 2020 Management Committee to the 2021 Management Committee. As is probably clear by now, however, I am reluctant to attempt to lay down some rules now. I would prefer that we revisit this issue some months into 2020.