Review of Society Governance: 2016

Report and Recommendations

Contents

1. Foreword

In response to the terms of reference given to us by the President of the Society we started our deliberations by looking at the history of the Society and why the current versions of the Society's By-laws and Rules were put in place. That history has informed our recommendations. We were struck by the good reasons as to why the current arrangements exist and have not sought to change them unless there was a substantial reason for doing so.

The purpose of our recommendations is to suggest improvements to the structure of the Society to enable the Officers and Council to do their work more effectively. It is not to tell them how to do it. Matters such as the frequency of meetings and Council strategy are matters for it to determine for itself. The structure contained in the governing documents of the Society only provides the framework for the operation of the Society. If some aspect of the Society is not working successfully it may not be the framework that is at fault but may be the manner in which it is operated. That consideration was at the forefront of our minds when we came to consider the future of the Advisory Board. There are areas such as the election of Office Bearers and Council which required updating but in our view the basic structure of the Society is sound and compares favourably with other similar societies whose governance we looked at.

As is apparent from the report and the appendices we have consulted with others in relation to elections and the Advisory Board, consistent with the timescale suggested to us for the completion of our report. We are also grateful for the evidence from former Presidents of the Society, particularly Rosemary Wilman HonFRPS and John Page HonFRPS. We have also relied on evidence contained in previous Annual Reports with regard to section 3 (History).

We have deliberately not attempted to draft amendments to the By-laws or Rules of the Society. In our view that is for the solicitors of the Society following instructions from Council in respect of any changes it wishes to make.

The committee appreciates the confidence of Council in asking us to prepare this report.

Douglas J. May FRPS
Chairman of the committee.

> *Please note that all gender references in this report apply equally to both males and females.*

2. Terms of Reference

The terms of reference were set out by Walter Benzie HonFRPS, President, in an email dated 1 March, 2016.

The review will:

1. examine and update, where required, the Charter, By-laws and Rules to ensure that they remain relevant, reflect current practice and are fit for the future management of the Society; and, in addition, reflect changes arising proposed changes from items 1-3 below.

2. examine the composition and election of trustees to ensure that they bring to Council the skills it needs and to ensure continuity; and to recommend, if necessary, changes to improve the effectiveness of the Council

3. examine the purpose and need for an Advisory Board; and to make recommendations, if required, to Council

Process

The review group will examine relevant documentation and question stakeholders including trustees, members of the Advisory Board and staff. It will examine the governance of similar organisations and relevant Charity Commission guidance. The group will prepare a brief written report which it will submit to Council by September 2016.

Commentary

1. The Charter appears to be fit for purpose and it is unlikely to require revision. The By-laws and Rules appear to need revision to reflect current practice and changes to the way the Society now operates on a day-to-day level.

2. A number of areas have been identified by the trustees as potentially requiring revision. These are, but are not limited to: a rolling annual election of members to ensure continuity; implementation of electronic voting to raise participation in Society elections; the need for trustees to focus on strategy rather than operational matters; fewer, more focused, meetings; and ensuring that the trustees bring the right mix of skills to the Society.

3. The Advisory Board (with over 40 members, both elected and non elected) was established when a smaller Council was introduced and it may now no longer be required. The trustees have always been able to take advice from staff, Society committees and external advisers. The original function of the Advisory Board was 'to discuss matters relating to Groups and Regions' and advise Council accordingly. This task has been superseded by the introduction of specialist meetings for Group chairs and Regional Organisers. The AB has no role in holding Council to account and this accountability remains with members through elections and AGMs."

2.1.   Membership of Review Committee

Douglas May FRPS (Chairman)	Mark Buckley Sharp ARPS
Mo Connelly LRPS	Barry Hoffman LRPS
Sir Brian Pomeroy ARPS	Michael Pritchard FRPS
Roy Robertson HonFRPS	

3. History and background

Before reviewing the present system of governance, it was considered essential to review why it was established, and what it has achieved.

In 1996, in the face of mounting debts and increasing costs, while recognising the need to expand membership services due to a falling membership (around 8000), Council commissioned a feasibility study for the future supported by a grant from the Arts Council Lottery Fund. This was carried out by external consultants. The report was accepted in 1998.

New premises were sought, The British Library and others supported work on the Collection, sponsorship from Kodak Ltd supported the Regions, with a consequent increase in membership. Quality procedures for Distinctions were put in place, including Fellowship Review procedures, and by 2000, Partnership opportunities for the Collection were being investigated and a new Exhibitions policy commenced.

- Prior to 1998, Council consisted of a total of 39 individuals
- Elected – President, senior and junior Vice Presidents, Treasurer, Past President and 12 elected members, plus 2 co-opted members, all of whom held 2 votes
- Represented on Council – a representative from each Special Interest Group, 1 member representing all Regions, a representative from the PAGB; all of whom held one vote
- Plus observers from the Journal and the Museums and Galleries Commission.
- A total of 39 attending Council meetings, with 56 votes on any issue.
- Specialist committees were in place.

The four officers selected 5 / 6 trustees to form an executive committee who met monthly. The full Council met quarterly, and rubber stamped the Executive Committees decisions. Information was sent to the full Council before quarterly meetings.

An issue was raised that under Charity Commission requirements, Trustees who were not members of the Executive Committee could not fulfil their responsibilities as Trustees

- In 1998, adopting the feasibility study, Council agreed a 5 year strategic plan. The rationale behind the plan was to a great extent, financial.
- Despite having reserves of £600,000 20 years previously The Society's deficit totalled £590,000 The costs of the Octagon made clearing the debt impossible.
- The Society deficit on the Collection and the Exhibition programme was running at £300,000 per year
- The strategic plan was based on a settlement of the Octagon lease, involving moving to new premises and a start to investing in the Regions
- seeking a partner to work with the Collection
- Under advice from the Charity Commission, Governance was changed to the present system, making Council smaller, and able to make decisions – the previous full Council was too large for effective decision making.

- The number for co-option was increased, to allow for succession planning and to enable necessary skills to be brought forward.
- The Advisory Board was created to:
  - Aid Council, enabling a flow of information from the wider Society who they represented to Council
  - As a sounding board to discuss major Council proposals
  - It created a process to get the Groups and Regions working together, something that has taken a long time to realise, and needs constant re-enforcement.
  - 20 Board members were empowered to call a Board meeting, should they feel it necessary. (This is not the same as 20 ordinary members calling an EGM.)

Shortly after 2000, the current Society Governance was in place, with a small Council, the larger Advisory Board, and a number of Committees with both members and non-members of the Society as was most relevant.

At the same time, a move to Fenton House was organised, seeing it as an administrative centre, with the Society unable to afford its own Exhibitions programme while developing the services which members wanted beyond the immediate area of London and the South West.

Over the past 15 years, the Advisory Board has addressed specific issues for the Society:
- Develop collaboration between Groups and Regions
- Physical presence in the Regions
- Joint Regional / Group activities
- What should be the mix of paid staff / volunteers
- How do you encourage younger membership
- What is more important – lower subscriptions or more funded activity
- Journal content
- Website expectations
- Web learning utilising the website
- Comment on and develop Strategic plan
- Induction days
- Elected advisory Board members have been appointed to Society Committees

The Advisory Board provides a 'training ground' for potential Council members – Barry Senior, Derek Birch and Roy Robertson have all come via co-option to Council and served subsequently as President. In recent Councils, John Simpson and Bob Gates have been co-opted and subsequently served on Council as elected members for the full potential terms of office.

Council, consisting of President, Vice President, Treasurer and 4 elected members, plus up to 3 co-opted members was considered of a size that could make the necessary decisions, backed up by the larger Advisory Board and specialist committees. It was intended to work in partnership with the Advisory Board and Committees to feed to, and from, the larger membership. Committee chairs

attend Council as necessary, while elected members of the Advisory Board have attended Council meetings as observers and contributed to proceedings.

The inclusion of co-opted members was considered necessary to allow for succession planning and the requirement to bring necessary skills and knowledge onto Council.

As a result of these changes, the Society is in a stronger position than it has ever been previously. Membership has increased from 8000 to over 11700+ (an increase approaching 50% in 20 years. The number of events has increased beyond measure. Overseas Chapters have multiplied. Against that, the Society no longer has a static exhibition programme. Nor does it have ownership of the RPS Collection, although it continues to be involved in the growth of the Collection. It also organises, under its identity, the International Print Exhibition, The International Images for Science Exhibition, the Members Exhibition and an open Photobook exhibition, as well as individual Region, Chapter and Group exhibitions

4. Membership of Council, election of office bearers and Council, and voting at AGMs and EGMs

4.1. Electronic voting for Officers and Council, including survey

A brief survey of all members was carried out in spring 2016, the results of which are shown in Appendix 1.

4.1.1. Current Procedure

Current voting papers are not uniquely pre-printed, but rely on the member filling in their membership number by hand, subsequently manually verified before the count. Voting papers are circulated with the Journal – 1 per copy. Family members are not sent a paper separately unless they request one from HQ, or they can copy or download a copy. Papers are returned by post to HQ, and a double envelope system is used, to allow for verification.

4.1.2. Survey

The survey clearly indicated an acceptance of electronic voting, subject to concerns regarding identity and security. These concerns are more than adequately addressed by electronic voting systems in regular use for instance by other organisations.

4.1.3. Recommendation

It is clear that electronic voting, previously criticized in the Society's enquiry of January 2008, is now accepted elsewhere as a 'norm', widely utilised by other organisations from learned societies to banks and building societies for precisely the use to which the Society proposes to incorporate it. It would be simple to implement, and indications of cost suggest that it would be less than 50% of the present election costs (£2,500 against the present £6,000). We therefore recommend that Council prepares detailed requirements with a view to employing a specialist contractor to conduct elections for Officers and Council.

However, if Council accepts this recommendation, it should satisfy itself of the contractor's ability to maintain the security, secrecy and integrity of the vote. It should also incorporate a secure alternative for all those not wishing to vote electronically. Ideally, the appointed election contractor would send all members, by post, a unique voting card with the option to return it by post, or using it to register an on-line vote. The contractor would provide the results, with the Society scrutinising the count as it considers appropriate.

There is a concern that making voting easier, which this would do, would provide a greater opportunity for a lack of informed voting. It could also provide an opportunity for a group of members with a narrow agenda to unduly influence the result. However, these are not seen as reasons to avoid implementing it.

A number of other concerns were raised by members. It is considered that the Society can accommodate these concerns re the operation of electronic voting summarized in Appendix 1.

Council will wish to take these into account when appointing a contractor, and also identify a suitable timescale for the dual system proposed.

4.2. Council membership, and election of Council members

An investigation was carried out into a number of comparable charities and their structure for governance (see Appendix 2). These vary very widely, and many differ from the Charity Commission advice given to the Society in 1998. The Society's present model reflects this advice more closely. It is considered that the original rationale for adopting the present system (see section 3 – History) applies. It is therefore not recommended that we should change it significantly.

The question of rolling annual elections was considered. As it is proposed that no change to the composition of Council be made for the reasons explained above, and given that there are only 4 elected general positions on Council, it is not considered appropriate to elect 2 members between the current biennial elections for office bearers taking into account the resultant administrative processes and costs.

With the President and Vice President elected from existing members of Council as required by the By-Laws, a degree of continuity is guaranteed. Co-options can also be utilised if required, if continuity is deemed an absolute requirement.

Recommendation: to continue with elections every two years for all elected posts on Council.

4.3. Co-option to Council

At present, Council has the power to co-opt up to 3 members from the Advisory Board. In the past, this has been used to varying degrees. It does however, limit the field for co-options, and historically, individuals have been co-opted to the Advisory Board, and shortly after, co-opted onto Council. As a result, this rule achieves little other than being a 'hoop to jump through'.

It is the Trustees' responsibility to ensure a balance of the necessary skills and continuity on Council. Following the Society's elections, Council should carry out an internal 'skills' audit, and utilise co-options over the term of the Council to fill any identified skills gap over the identifiable future. This would feed into the strategic review required to be carried out annually for the Charity Commission. It is only right that any member with the necessary skills or ability should be eligible for co-option to the Council, and it is proposed that the number of co-options be maintained, but opened up to any member of the Society.

Recommendation: that the present system of 3 possible co-options to Council be maintained, but opened up to any members of the Society who, in Council's view, have the requisite required skills, knowledge and ability. This ensures the majority of Council is elected, while providing the flexibility necessary to fill skills gaps and ensure continuity.

Recommendation : that the required skills and experience for Council members are identified more fully in a standardised format in the call for nominations sent out prior to the elections. The written statements by candidates would be required to specifically address those skills which they can contribute. Subsequent to the election, the elected members would identify the requisite skills

which are not satisfactorily met, implement any necessary programme of training, or co-opt appropriately.

Recommendation : each year, the President and Chief Executive review, with the individuals, the contribution of individual Trustees and Chairs of Standing Committees, identify any necessary training and programme it accordingly..

4.4. Voting for motions put to EGMs and the AGM.

The present rules specify the number necessary to call an EGM and the numbers required (20) to provide a quorum at an AGM (the reason why AGMs and the Advisory Board meetings coincide). Should Council wish to consider the use of electronic voting for proposals put to an AGM or EGM, including voting by proxy, it will need to confirm these numbers, and provide sufficient time for all members to have a vote (noting that postal votes should be retained for those who prefer them). It should also accommodate the provision of proxy voting for all proposals to either AGM or EGM meetings.

Recommendation: that electronic voting, including voting by proxy, apply to any proposal requiring a vote at either an AGM or EGM.

5. Standing Committees

As the commentary in the terms of reference highlights the need to enable Council to focus on strategic matters rather than operational ones, it is our view that a number of specialist Standing Committees which perform a key function in the implementation of the Society's strategic development and operation of the Society should be formalised in the Society's By-laws, Rules and Management documentation. These Committees will report to, and be responsible to, Council on relevant business within their defined role.

It is Council's responsibility to set out the strategic objectives of the Standing Committees, and it will expect the Standing Committees to develop and implement programmes, events and activities to achieve these. All appointments and awards are made by Council, and Council ratifies all delegated matters. The current structure of Council is sound, and there are clear historical reasons for its present structure – a structure that the Charity Commission originally recommend.

Recommendation: that the Standing Committees are:

Advisory Board	Awards Committee	Distinctions Board
Education Committee	Finance Committee	Science Committee

Council can form additional committees should it be considered appropriate at any time.

5.1. Advisory Board

The results from the survey (Appendix 3) clearly indicate a desire to retain the Advisory Board, despite an acknowledgment that it is not working in its present format. The meetings, with over 50 present, are not providing a forum for productive discussion, and there is a recognition from those presently on the Board that a smaller, more active Board, as defined below, would be of greater benefit to the Society. The Regions and Special Interest Groups formed under Rules 3.7 and 3.8 hold their own meetings twice a year. It is proposed that they each nominate 5 representatives to the Advisory Board to serve for 2 calendar years alongside the Council elections.

A concern is that the separation of Regional and Special Interest Group meetings reduces the contact between the two, and consequently could reduce their interaction – something that is considered essential to the Society's well-being. If this recommendation is accepted, it is important that the full Advisory Board attends both Region and Group meetings, and represent their entire constituency, and not just their own, particular electorate. In addition, there should be at least one full meeting of all Regional Organisers and Special Interest Group chairs per year, specifically designed to promote collaboration between them in the organisation of events.

The role of members elected to the Board by the Society's membership is not understood by the Society's larger membership, and only in one term in recent years have they felt they have constructively contributed.

Recommendations: to remove the election of general members to the Advisory Board; to ensure that Region and SIG meetings are held together at least once per year.

The role of the Advisory Board shall be:

> "The Advisory Board represents the broader activities and membership of the Society. The Board will act as a forum for debate and discussion on all matters concerning the implementation of the objects and purposes of the Society, advising and co-ordinating with Council accordingly. It will act as a conduit for opinion and advice from all the Special Interest Groups, Regions and Overseas Chapters to Council. Each member will be responsible for disseminating the discussions of the Board to its constituent parts, and presenting their opinions in Board discussions."

The Advisory Board shall consist of:

Position	Notes	Number
Chairman	The members of the Advisory Board will nominate the chairman, whose appointment will be ratified by Council. The role will not be filled by the President.	1
Regional reps	Nominated by the Regional Organisers and filled from the Regional Organisers	5
Special Interest Group reps	Nominated by the Special Interest Group Chairmen, and filled from the Group Chairmen	5
Chapter rep	Appointed by Council in consultation with the Chapter chairmen	1
Committee chairs	From the Distinctions Board and Education Committee *(see 5.3 and 5.4 below)*	2
Co-opted members	Maximum of 3	3

Non-voting attendees	Chief Executive (to provide a link with staff), RPS Journal (to feed and receive knowledge), PAGB (maintaining historical link)	3
	Total possible attendance:	**20**

5.2.   Awards Committee

The importance of the Society's Awards lie in the way they promote the Society to the wider photographic world, and in doing so, build links with major photographers in differing fields of imaging.

Recommendation: The business of the Awards Committee shall be:

"The Awards Committee will advise Council and implement the Society's strategic objectives in relation to the Society's Awards, including content, appropriate recommendation of nominees, the presentation event; and ensuring the continuing excellence of standards in the Society's Awards."

Council will appoint the Committee chairman, and in consultation with the chairman, appoint the remaining members of the Committee. The Awards Committee shall consist of:

Position	Notes	Number
Chairman	The Awards Committee chairman will be appointed by Council – this will normally be the immediate Past-President of the Society, who shall serve normally for a two year term of Council.	1
The elected Officers of the Society	President, Vice President, Treasurer	3
Science representative	Nominated by the Imaging Science Group	1
Chair, Distinctions Board		1
Chief Executive		1
External advisors	who can provide appropriate expertise and knowledge across the full range of the Society's Awards	6
Non-voting attendees	Awards Manager, Event Organiser	2
	Total possible attendance:	**15**

5.3.   Distinctions Board

Distinctions form one of the primary reasons for Society membership (70% in the 2016 all-member survey). They involve a large number of volunteers in delivering the service, and constitute a major part of Society events

Recommendation:
The business of the Distinctions Board shall be:

"The Distinctions Board will advise Council and implement the Society's strategic objectives in relation to the development and implementation of the Society's Distinctions events, activities and programmes. It will be responsible for ensuring the standards of the Distinctions, moderating the assessment of submissions to ensure the consistent application of these standards, and make recommendations to Council on awarding Distinctions to suitable applicants. It will support the Society in the implementation of a comprehensive programme of Distinctions events and activities,

and make recommendations to Council on Panel membership, ensuring succession to maintain a continuity of consistent standards."

Council will appoint the chairman of the Board, and in consultation with the chairman, appoint the remaining members of the Board.

The Distinctions Board shall consist of:

Position	Notes	Number
Chairman		1
The President or his representative		1
Members	with experience in the delivery of the Society's Distinctions at all levels	6
Members	with experience of the delivery of Photographic education standards from the academic world	2
Chief Executive		1
Distinctions staff		3
	Total possible attendance:	**14**

5.4.   Education Committee

As an Educational Charity, it is essential to maintain a focus on the Society's educational remit, and the Education Committee will maintain the delivery of its educational remit to all members and non-members.

Recommendation: The business of the Education Committee shall be:
> "The Education Committee will advise Council and implement the Society's strategic objectives in relation to the development and implementation of Educational events, activities and programmes, including coordinating with other Committees where there are shared interests."

Council will appoint the chairman of the Committee, and in consultation with the chairman, appoint the remaining members of the Board. The Education Committee shall consist of:

Position	Notes	Number
Chairman		1
Academic representatives	from academic institutions involved in the delivery of Photographic	2
Student members	Student members of the Society or recent bursary winners	2
Education Manager		1
	Total possible attendance:	**6**

5.5.   Finance and Investments Committee

Recommendation: The business of the Finance and Investments Committee shall be:

"The Finance and Investments Committee will advise Council and implement the Society's strategic objectives in relation to all financial business relating to Society activities, resources and investments. The Committee will normally be chaired by the Society's Treasurer, who will consult with Council with regard to the balance of the Committee. The Chairman of the Finance Committee will normally chair a sub-committee with specific responsibility to oversee the Society's investments. The Investment sub-committee will report to the Finance Committee."

The Finance Committee shall consist of the Chairman plus not more than 4 members.

5.6.   Science Committee

The business of the Science Committee shall be:

"The Science Committee will advise Council and implement the Society's strategic objectives in relation to matters relating to science, both within the Society and Government / Public bodies. It will establish links with Higher educational bodies, learned societies and professional bodies; promote the Society's Imaging Science qualifications and Distinctions; promote the International Images for Science exhibition both within, and out with the Society. The Committee will also be responsible for the appointment of the Editor and Editorial Board of the Imaging Science Journal (ISJ), and will promote and support the Society's Special Interest Groups."

The Science Committee shall consist of:

Position	Notes	Number
Chairman		1
Editor, Imaging Science Journal		1
Chair, Imaging Science Qualifications Board		1
Chairs, science SIGs	Medical, Imaging Science	2
Science Exhibition coordinator		1
Co-opted members	from Society membership or external with appropriate knowledge and experience.	
President (*ex-officio*)		1
Chief Executive (*ex-officio*)		1
Total possible attendance:		**8 +co-opted**

6. Additional observations by the Review Committee

In addition to the items specified by Council as pertinent to the governance review, a number of observations were proposed:

6.1.   Appointment of Honorary President

There was a suggestion that an Honorary President be appointed. This would be an eminent photographer of international reputation, who is already recognized by the Society through the award of an Honorary Fellowship. Their role would be as an ambassador to promote the Society. The appointment would be for the 2 year term of Council, and would normally serve no more than a maximum of 3 terms. They would not be a Trustee, nor take any role in the internal management of the Society.

6.2.   Substitutions

No member of any standing committee should send 'substitutes' should they be unable to attend. This is to ensure continuity.

6.3.   Diversity

Council will note that in accordance with Charity Commission guidance, the Society is expected to take account of full diversity in all its activities.

Appendix 1. Results of Electronic voting at elections survey

A short survey was issued electronically to all members. Responses were received from 1197 members (approx. 10% of membership)

1	**Should the Society amend its rules and procedures to allow for electronic voting at elections?**	Yes	91.27%
		No	1.92%
		Not sure	6.85%

2	**What are your concerns with electronic voting?**	Security	30.49%
		Lack of scrutiny	16.21%
		Internet access req.	17.79%
		Cost	4.18%
		None	54.22%
		Other	6.43%

Representative Comments
No member must be disenfranchised by electronic voting only.
No email addresses released for commercial marketing.
System must ensure member is notified that the vote has been registered.
Too many examples of internet hacking.

3	**What do you see as the benefits of Electronic voting?**	Reduced cost	78.78%
		Fairer system	23.48%
		Not sure	2.92%
		None	1.59%

Representative Comments
Danger that nominations and forms are lost in other email traffic.
Voting by membership number via code to ensure valid vote, current member, allow 2 days to vote due to poor internet service.

Lack of reliability – worse than post.	*Response will be less.*
Response will be greater	*Scrutiny is a must.*

May become a popularity contest.

4	**Subject to ensuring security, if the Society were to adopt Electronic voting, should it make voting …**	Electronic only	17.13%
		Electronic, with paper option	78.45%
		Other	4.43%

Representative comments

Attend meeting or vote electronically	*Electronic, with paper option*
Needs to be paper, with electronic option	*Ensure large print option is available*

5 Do you have any comments re electronic voting you would like to be considered
Repeat of comments noted above

Appendix 2. Selected comparators

NADFAS (National Association of Decorative and Fine Arts Societies)
Trustee Board (15) includes national Chairman, Vice Chairman and Treasurer – 12 elected Trustees + 3 co-options
Elections every 3 years, and serve maximum of 2 consecutive 3 year terms
Advisory Council (32) – Area Chairmen (20), Volunteer Chairmen (4), Heads of Dept and lecturers' representatives (8). Chaired by National Vice Chairman, meets 3 times per year and advises the Chief Executive and Trustee Board
19 staff
375 member societies, including overseas. All are independent organisations affiliated to NADFAS through their area.
91.000 members

Royal College of Pathologists
Governance by Charter, Ordinances and ByeLaws
Trustee Board (12) – President, 3 Vice Presidents, Registrar, Assistant Registrar, Treasurer, 3 Chairs of Committees for devolved nations, one (selected by the Board) of the chairs of the 4 English regions, and the chair of the Lay Committee
Council (26) – Trustees, Chief Executive, the remaining chairs of the English Regions, 4 elected members and up to 6 co-opted members
The majority of business is conducted by Council, rather than the Board

The Royal Society of Medicine
Council of Trustees (15) – President, Vice President, Secretary, Treasurer, Librarian, Chairman of the Academic Board and up to 9 others.
The Academic Board manages educational activities and comprises its Chairman, Council members, staff members and Presidents of the many sections.

British Computer Society
Trustee Board (18) – President, Deputy President, up to 9 Vice Presidents, Chair of Council and between 4 and 6 Council members.
Council of Management (13+) – the officers (as above), The Chair of Council, The CEO, and others from various constituencies within the Society.
Council appoints the Trustee Board, and votes on nominations for each post prepared by a Nominations Committee. The Nominations Committee is appointed by Council.

CIPD
President (ambassadorial role) Vice President (Membership and Professional Development) and Treasurer elected at AGM
1Board (8) – 7 members plus chair elected by Council
Council – comprises the Board and 46 Branch Representatives

Appendix 3. Results of Advisory Board survey

A short survey was issued electronically to all present and recent past members of the Advisory Board. Responses were received from 31 individuals.

1.	**Does the current membership and meeting programme facilitate the achievement of the Board's defined role?**	Yes	19.35%
		No	**61.29%**
		Not sure	19.35%
2	**Should the Advisory Board continue to exist?**	**Yes**	**74.19%**
		No	12.9%
		Not sure	12.9%
3	**Assuming the Board continued, what should its Membership consist of to make it effective**?	Elected members	64.52%
		Committee chairs	45.16%
		Staff Dept. Heads	38.71%
		Regional Reps	80.65%
		Group Reps	77.42%
		Chapter Reps	41.94%
		External expertise	29.03%
		PAGB Rep	38.71%
		Council (Trustees)	54.84%
		Other	29.03%

Representative Comments
- *Only Council officers should be on the Board, not other Council members*
- *Regions and Groups should be represented by one member each, chosen at respective meetings, to represent them all*
- *PAGB rep should not have a vote*
- *There should be a Chapter representative*
- *A small body who take on projects as needed*
- *Should be a 'bottom up' group representing the grass root members and advising Council. As such it needs representatives of the Groups, Regions and Chapters (small numbers, not all as at present) plus the elected members.*

4	**Assuming the Board continues, what would make its operation effective**	It's fine as it is	44.4%
		Not sure	55.56%

Representative comments
- *Meetings which give members an opportunity to contribute, with an action plan and follow up.*
- *Information re agenda before meetings and minutes immediately after.Actions highlighted and follow up circulated to members.*
- *AB forum for members.*

- *Too many attend, a few have a lot to say and most keep quiet.Councilshouldidentify tasks for the Board to consider.*
- *Not sure that links through the Groups, Regions are sufficient to engage the membership.*
- *A 2 day meeting, once a year. Other activity by email.*
- *Include external expertise as necessary for particular projects.*
- *Co-ordinate with Council sub committees*
- *AB to choose chair*

5	If Society members could be co-opted direct to Council, do we need co-opted members of the Advisory Board?	Yes	48.39%
		No	35.48%
		Not sure	16.13%

6	Who should chair meetings of the Advisory Board?	President	35.48%
		Vice President	3.23%
		Past President	6.45%
		AB member	**38.71%**
		Not sure	6.45%

7   Any other comments re the Advisory Board?

Representative comments

- *Use a 3 tier structure. Empower Regions and Groups to deal with local issues, empower the AB to deal with issues they cannot. Promote innovation from volunteers and enable feedback so members can be heard.*
- *More contact between Regions and Groups*
- *Fewer members, more participation*
- *Elected members attend Council on a rota, so the AB knows what is planned for the future.*
- *It is important they have a voice that is heard. It is not an accident that the AB is written into the ByeLaws.*
- *The present Council has become autonomous, the AB not being consulted over matters such as new premises, the abandonment of the Exhibition and Education committees or the Collection. Council cancelling AB meetings.*
- *Members spend time arguing because individuals lack understanding of the Society's business and procedures.*
- *Council needs to be more open with the AB*
- *The AB is not a Council sub-committee, but a bottom-up representation of members' interests.*
- *Co-opt on an ad-hoc basis, but keep as small as possible.*