

# GOVERNANCE REVIEW 2020

## SUMMARY

### Introduction

We're nearing the end of 2020 and what a year it's been! Who would have imagined that we would have had the outbreak of Coronavirus earlier in the year and lockdowns around the world? Of course, this has all had an impact on the RPS, and continues to do so, as for so many other organisations.

As well as this new environment in which we find ourselves, there are also the remaining issues from the 2019 Trustee Election, with one of the key recommendations of the subsequent investigation being that we carry out a governance review. When we add to this the ever more complex legal and charity governance landscape, it became clear to the Trustees that the existing model of governance of the RPS was falling increasingly short of what is required.

It is against this backdrop, and the recommendation from the Election investigation, that the current Trustees decided it was an appropriate time to carry out a review of our model of governance and, particularly, the By-Laws. As a result of this decision, we asked a several specialist consultants to bid for the contract to undertake this review. After a rigorous selection process, we engaged our former COO, Mike Taylor, now of Blackbird Consulting, to carry out the review. This brief summary attempts to capture the key points from Mike's report, for the benefit of our members, along with the views of the current Council, all focussed on improving the governance of the RPS and making it 'fit for purpose' for the years ahead.

### Current Arrangements

The Royal Photographic Society of Great Britain ("RPS") is what is termed a 'learned society' governed under a Royal Charter dated 27 July 2004 and is registered as a charity with the Charity Commission.

The Charter sets out the Objects of the RPS and it is these that determine its overriding purpose.

The By-Laws and Rules set out the agreement between the Members as to how the organisation may be run. These documents determine the powers of the Council. The By-Laws and Rules cannot be changed without agreement of the Members (by a majority of those voting).

The By-Laws are subordinate to the Charter, and the Rules are subordinate to the By-Laws.

As such the By-Laws and Rules are the primary instruments of governance by which the Members of the RPS delegate powers to the Council and determine the boundaries of these powers.

Any other policies, processes, decisions and documents are subordinate to the By-Laws and Rules and within the power of the Board of Trustees to determine, providing they do not contravene the Charter, By-Laws or Rules. Of course, the Charter, By-Laws and Rules also set out the ways by which the Members may hold the Board of Trustees to account.



***The primary focus of this governance review has been to consider how the By-Laws and Rules may be improved and provide greater relevance to the governance of the RPS in the 21st century and beyond.***

## The Review

Over recent years, it has become increasingly clear that the organisation has experienced various shortcomings in the governing documents and also in how new Trustees are identified, elected and appointed which, in turn, limits the effectiveness of the RPS. There has also been a clear sense of the need to improve communication between the Board of Trustees and Members so that they may work together more effectively. This will make the RPS more dynamic, more resilient, and more relevant, while reaching a broader range of both existing and potential members.

The Report identifies a number of proposed changes, which are focussed upon two main goals:

- development of a strong and efficient Board of Trustees, fit to further the Objects of the RPS in today's challenging environment
- giving strength to the voice and role of Members in the work of the RPS and in furthering the Objects of the RPS

The recommendations of the Report are based upon surveys, desk research on best practice in a range of comparator organisations (which are considered to employ best practice), and a stakeholder consultation exercise, where 30 key stakeholders (representing a cross section of member interests) were interviewed and given the opportunity to comment on a range of areas pertinent to the governance of the RPS. While views given were often diverse, key themes soon emerged and these have been developed and discussed in detail in the Report, a full copy of which can be downloaded from <https://rps.org/about/governance-review/>

It is important to note that the Report gives full attention to the question of diversity and its role in good governance, particularly in the context of the RPS as a public benefit organisation of approximately 11,000 Members.

The most significant changes, recommended within the report, can be considered under these key headings:

- The constitution of a *Members' Committee* to advocate for the role of Members and to oversee and lead the work of volunteer-led groups, with powers to hold the Board to account.
- An increase in the size of the Board of Trustees with a greater proportion of directly appointed Board members.
- A *Nominations Committee* appointed by the Board of Trustees with responsibilities and powers clearly enshrined in the By-Laws.
- A separation of the roles of President and Chair of Trustees, with the President elected by the Members and the Chair appointed by the Board of Trustees, from one of their number.
- Adjustments to the requirements for EGMs and Members' resolutions to more easily enable the Members of the RPS to hold the Board to account, and a greater threshold for approval of By-Law changes.

We will consider each of the above points in turn and give the key reasons for them, along with the benefits that we consider will derive from these changes. Much more detail is covered in the full report and we suggest this is read by those who wish to consider any of the recommendations in more detail.



## Members Committee

During the consultation process, many members expressed concern over the change from the 'old' Advisory Board to the Representatives Committee ('RepCom') in 2017. While some interviewees acknowledged that the pre-2017 approach was by no means perfect, they did note that some positive benefits were lost.

The key concern raised by those consulted was around the sense that the engagement between the Board of Trustees and the Membership had been weakened and that effectively, the 'members voice' had largely been lost in more recent times.

It wasn't so much a case that RepCom was a poor substitute for the old Advisory Board; in fact, it was held that RepCom now serves a very useful purpose – as a 'think tank' - but that there was a communications gap between these committees and the membership.

At the same time, there is clearly scope to empower a Members Committee to share some of the "more operational" burden of leadership within the RPS, to have a greater role in leading volunteer-led activity, to advise the Board of Trustees and the Executive.

As a result, the recommendation is that a Members Committee be created, with the following key functions:

- support volunteers and members, while helping to promote clarity of purpose
- convene regular meetings of the Chairs/Organisers of Special Interest Groups (SIGs), Regions and Chapters to understand their operation, challenges, and promote learning and consistency
- oversee and monitor the operations and performance of SIGs/Regions/Chapters
- make recommendations regarding potential changes to the leadership of SIGs/Regions/Chapters
- meet formally, at least three times a year.

The Members' Committee would be made up of the following, with the approval of the Nominations Committee (details to follow):

- Four members appointed by agreement of the Chairs of the SIGs and Regions, each for a maximum term of three years.
- Two members elected by the Membership of the RPS for a maximum of three years.
- Two members of the Board of Trustees, for a period of two years.
- One member to specifically represent international interests (not just Chapters) by agreement of Chapter Organisers for a maximum of three years.
- The CEO, *ex officio*, but non-voting.
- A non-voting observer from the Photographic Alliance of Great Britain (PAGB).
- Other members by mutual agreement of the Board of Trustees and the Members Committee.

The Chair of the committee to be appointed by the Board of Trustees, out of the members of the committee.

It is suggested that members of the Members' Committee need not necessarily be drawn from the Chairs of SIGs/Regions/Chapters. These roles are onerous in themselves, and perhaps require different skills.

Creation of the Members' Committee facilitates a simplification of the committee structure above SIGs/Regions/Chapters and so the Standing Committees for SIGs and Regions can be disbanded:



It is also important to note that SIGs/Regions/Chapter Chairs may still wish to meet, but that it is suggested that the Members' Committee takes a lead in facilitating this.

At this juncture, it is extremely important to note that the Members' Committee is not the existing Representatives' Committee in a different guise. The recommendation is that we have both a Members' Committee, as outlined above, and a Representatives' Committee continuing to operate as a 'think tank'.

## Board of Trustees

There have been well publicised problems with the Board of Trustees in more recent times and some of these problems have led to resignations, and on a few occasions, has even led to behaviour that hasn't been beneficial to the organisation and its leadership.

We now find ourselves in a position where the current Board of Trustees is small (only 6 members) which leads to an unsustainable workload for all involved, plus there is a lack of certain key skills and attributes, which the Board believes are required to maintain a more professional, diverse and efficient Board. Another reason for the small size of the Board is that the Board has not wanted to co-opt additional Trustees until the ongoing Strategy review is complete, when we will know better the skills required going forward.

As it currently stands, there is a danger that in the way in which we currently select Trustees can be something of a lottery. Just because someone might be 'popular' with a section of the membership does not necessarily mean they have the necessary skills and experience to govern a complex charity such as the RPS. Our current processes for electing Trustees contain the very real risk that Trustees are selected 'by chance'.

The pool upon which the RPS draws is inevitably limited by the diversity of the current Membership and the current processes of selection (and indeed self-selection). These recommendations are based upon the principle that the RPS needs to widen its reach and be more inclusive. Indeed, in all conversations with stakeholders, this is a consistent aspiration.

Specific recommendations for the attributes and skills needed within the Board of Trustees are within the remit of the Board and the Nominations Committee (which is discussed below) to decide based upon the organisation's strategy, the skills of the Board of Trustees and the demands of company and charity law. For example, we might believe that skills and expertise might be required in the areas of Marketing, Fund Raising, Education, Young People, Diversity, or in Legal matters, and in such a case, it would be important to attract those with such skills onto the Board.

The 2019 Election Review suggested that a Board size of up to ten was perhaps too small considering the burdens placed upon the Board. As the current rules stand, there would normally be seven elected posts, with the option for three further co-opted board members.

After reviewing a range of comparator organisations, some of which are similar to the RPS and others which are quite different - all of which were considered to operate within 'best practice' - the conclusion was reached that the RPS should have a Board of Trustees with twelve members.

In the composition of the Board, stakeholder discussions centred around the possibility of non-elected Board members, with a range of diverse and strongly held views. Generally, there was an acceptance that direct appointment (hitherto known as "co-option" in the RPS) has a place, with a range of opinions as to how many such members should be appointed (rather than elected).

Certainly, it may be argued that the ability to 'appoint' Trustees allows the Board to achieve greater diversity and professionalism, with more nuanced control of the skills and attributes that such



appointees bring to the Board. In striving to better achieve the Objects for which they are responsible, the Board is perhaps more able to define the expectations it has of appointed Board members and agree these before appointment.

In all cases, it is important to note that whether elected or appointed, under charity law, all Board members owe their ultimate duty to the public benefit Objects of the RPS.

The Report recommends that the following would be a fair solution, that takes account of stakeholder views and provides the best chance to have a board in place that is professional, appropriately skilled and best serves the Objects of the RPS and its members.

- Given the above, and the need to select and appoint a Board of Trustees of highly skilled and focussed individuals, it is recommended that the Board shall have 7 elected and 5 directly appointed members.
- The Elected Members are elected by the Members of the RPS by ballot to serve a term of three years, starting from the end of the AGM at which their election is confirmed.
- Appointed Members appointed by the Board of the RPS to serve a term of up to three years, starting from the end of the AGM at which their appointment is announced.
- The officers shall be the Chair (chosen by the Board of Trustees from their number), the Vice Chair (also chosen by the Board of Trustees from their number), and the Treasurer (a directly appointed Trustee).
- There shall be a formal Code of Conduct for all Board members.

By having 7 elected and 5 appointed Board members, the membership still select the majority of Board members through the election process.

To facilitate the above changes, all Board appointments are normally for two terms of 3 years. To ensure continuity and that the members of the Board don't all change at the same time, appointments would be staggered. The RPS would provide for elections to be run every year, if required.

The Board would publicise Board posts that will become vacant, not less than 9 months in advance of the AGM at which vacancies will occur. This will facilitate better communication of the opportunity to join the Board and increased opportunities for nomination. The Nominations Committee will also have foresight and be able to make, and recommend, the attributes required by the Board.

In summary, the Board believe strongly that we must change the way we identify future Trustees, and the necessary skill sets, to ensure the governance of the RPS is more professional going forward. We exist in a heavily regulated environment where a Trustee's legal responsibilities are increasingly onerous. Not a role for the faint of heart!

### Nominations Committee

Although the RPS did previously have the option of a Nominations Committee, this does not appear to have ever met and there has been no recent activity in this respect.

Within the RPS, a Nominations Committee would have a very important objective role in balancing the interests of the members and the governance of the Society as a whole, as well as overseeing the selection and appointment of new Board of Trustee members, whether by direct appointment or by election. It is very important to note that this Nominations Committee would be independent of the main Board of Trustees and that it would recommend all Board nominees after a fair and transparent selection process.

The Nominations Committee would have the following key responsibilities:



- review the skills and performance requirements within the Board, considering strategy, legal, regulatory and current best-practice, making recommendations for further recruitment needs while emphasising diversity;
- recommend and advise on the open and fair advertisement of Board vacancies
- review and propose nominations for Board membership whether by election or direct appointment
- make recommendations on the election process and support the Board to oversee the elections
- review the attributes of nominees and recommend to the Board those deemed to be most suitable for vacant posts
- oversee and evaluate the effectiveness of the RPS committee structure and make recommendations for its improvement
- meet formally at least three times per year.

It is essential that the Nominations Committee is seen as credible and as an independent body, and therefore its makeup and leadership should be enshrined within the By-Laws. As such, the Nominations Committee will be made up of:

- three members appointed by the Board, of which one may be a non-member of the RPS
- three members appointed by the Members' Committee (see below), of which one may be a non-member of the RPS
- the CEO, ex-officio
- The Chair (as with all committees) will be a Board appointee (and one of the three members appointed by the Board). They will normally be the most recent past Chair of the Board and will preside for two years.
- Tenure for other members of the Nominations Committee will normally be three years.

It is also important to recognise that, while the Nominations Committee may well recommend appropriately skilled candidates for the 'elected' Board of Trustee posts, the actual election of these Trustees would still remain the responsibility of the members.

### President and Chair

Another topic that was discussed at length in interviews was whether the roles of President and Chair of the Board (Chair of Trustees) should be held by separate individuals.

Leading the Board of Trustees is extremely demanding and is likely to remain so. It requires strong leadership, ideally experience within large and complex organisations and it requires strength of personality and excellent management skills.

At the same time as leading the Board, many also talked of the need to have well-known and well-respected individuals leading the organisation to help raise its profile. In terms of 'real world' examples, we can consider the role of the broadcaster, Chris Packham, who is President of the Bat Conservation Trust and Vice President of both the RSPCA and also of the Wildfowl and Wetlands Trust. He has a very high public profile here in the UK and so the groups with which he is involved benefit hugely from his public profile.

The Report considered it unlikely that the RPS will generally be able to find an individual, from within the membership, who is highly respected and publicly recognised in the field of photography and who also has excellent leadership skills, management skills and corporate governance knowledge.

After careful consideration of issues, it is recommended that the roles of President and Chair of the Board be held by different individuals. The specifics of each of the roles, in summary, are as follows:



- The Chair of the Board (Chair of Trustees) is appointed by the Board from within their number for a term of 2 years from the end of the AGM at which the appointment is made.
- The Chair may serve a second term, if agreed by the Board members.
- The Chair must have been an RPS Member for a minimum of 3 years before becoming Chair.
- The President of the RPS will be elected by the Members for a term of 2 years and may serve an additional term of two years if once more elected by the Members.
- The President shall also be a member of the Board and a Trustee, thereby giving a link with the overall strategy and direction of the organisation.

The process of identifying potential Presidential candidates will require careful and thoughtful conversations about the state of the RPS and the direction in which it is moving under the leadership of the Board of Trustees, so that there is shared confidence a Presidential candidate will be able to advocate for the organisation.

There will no longer be a role of President Elect.

Of course, all nominees must first be approved by the Nominations Committee, and this will require a determination of the fit of Presidential candidates, and recommendations which shall be communicated to the electorate. Any changes to the roles of President and Chair of the Board would only take place from the 2023 AGM onwards, as members have already voted for the next President at the recent EGM.

### Changes to EGM & AGM Requirements

While the recommendations above will enable the Board of Trustees to operate more effectively and more efficiently, it is also very important that this is balanced with the needs of the Members and their ability to hold the Board to account.

When we consider that, currently 200 members are required to call an EGM, there is a sensible balance to be struck here. If it is too few, then we could have EGM's for every relatively minor issue that members aren't happy with. If it's too many, then it's too difficult for members to raise legitimate issues. It's very much a similar issue around member resolutions.

Having account of the above, the following additional recommendations reflect a number of concerns raised by members during the stakeholder interviews and are intended to provide confidence to the members that they have the opportunity to ask questions of the Board and, where it is deemed appropriate, to bring issues to an EGM, to allow the members to decide on the most appropriate course of action :

- Reduce the number of signatories needed for a Members' resolution to 25.
- Remove the restriction on Member resolutions to change By-Laws, where the same resolution can only be proposed once every 3 years.
- Make provisions for members to call for the dismissal of a Board member at a General Meeting.
- Reduce the number of Member signatures needed to require an EGM to 50.
- Provide for Members to hold an EGM without the Board, if the Board do not respond to the requisition of an EGM within a given time period.
- Provide for a formal representation from any committee to receive a formal written response from the Chair of the Board, including any dissenting voices, within a specific time limit.
- Provide for the Members' Committee or the Representatives' Committee to be able demand a formal meeting with the Board.
- Require two-thirds majority of all Board members to agree a proposal to change a By-Law and that any discussion of said proposal shall be notified to all Board members at least 2 weeks prior to a Board meeting.



- Require a two-thirds majority of voting Members at a General Meeting to change a By-Law.
- Consider a further By-Law which gives powers to Members where a significant change to tangible assets is being considered. Eg, the disposal or purchase of a building.

The proposed changes listed above give the members the ability to hold the Board of Trustees to account, in a way that has not been previously possible. As such, we believe it restores the balance of power to the members, while still allowing the Board to operate in the most efficient and effective manner for the benefit of the RPS as a whole.

## Summary & Conclusion

When an independent governance review such as this is carried out, it's unlikely that everyone will agree with all of the findings. The questions need to be, "Will these recommendations, if they are accepted by the members, improve the governance of the RPS for the benefit of everyone? Will they ensure that the very best people, with the right skills and motivations become Board members and will they represent the interests of the members and the wider photography community as a whole? Will the members have a new voice?"

If you can answer yes to these key questions, then we would encourage you to accept the recommendations of the report, which the current Board support in their entirety. We would also suggest, that readers don't just focus on one particular aspect of the Report's recommendations in isolation, but look at the recommendations as a whole, in their genuine attempt to make significant improvements to the governance of the RPS.

As well as improving the skills and diversity of the Board, the separation of the roles of President and Chair, the recommendations regarding the formation of a Nominations Committee and of a Members' Committee have been made to further increase the oversight and voice of Members.

We have also decided to simplify the governance documents, by effectively combining the By-Laws with the Rules. There will then be a separate document, called the Regulations, which covers the day to day operation of the RPS. This is subordinate to the new and comprehensive By-Laws, which will need to be approved by the members.

The Board of Trustees consider this to be a balanced and well thought out set of proposals and we would ask that members carefully consider the Report and its recommendations. We will also provide an opportunity in the coming weeks for Members to ask questions and to discuss these recommendations and it is our hope that the Membership will support our efforts to improve governance and ultimately the professionalism of the Society.

## The RPS Board of Trustees

November 2020

