

MOTION to amend By Laws 2024:9.4 and 2024:11.3, and to re-elect Simon Hill HonFRPS as President and Chair of Trustees for a further term of two years

Frequently Asked Questions with Appendices

Issued following receipt of written submissions from Members and in advance of a Town Hall Meeting to be held on 5 March 2025 at which the Motion is to be debated.

3 March 2025
rev1 FINAL

Frequently Asked Questions (FAQ)

MOTION to amend By Laws 2024:9.4 and 2024:11.3 and to re-elect Simon Hill HonFRPS as President and Chair of Trustees for a further term of two years

Who can stand for election as President?

This is governed by By-Law 2024:11.4 which states that a President shall be elected by the Members from those persons who fulfil three criteria: **(1)** they must be currently serving as a Trustee, **(2)** they must have a minimum of one year current service on the Board of Trustees, and **(3)** they must be willing to stand for election as President.

Do any of the Trustees meet the 'current service' qualification to stand as President?

Our By Laws state that a candidate for election to the office of President must have a minimum of one year current service on the Board of Trustees. Simon was a Trustee for 1 year 4 months (including 8 months as President Elect) before being confirmed as President. Except for **Sophie Collins LRPS** (who has approaching three years service as a Trustee) and **Sebah Chaudhry** (who had three years service and was recently elected for a second term), all other Trustees will have attained just one year current service on the Board by the date of the AGM in September 2025.

When was the Board first aware that there might be issues of any sort which might impact upon the election running in the manner described at the AGM in 2025, and what action was taken by the Board? [see also 'Timeline' included as Appendix]

On 20 September 2024, immediately prior to the AGM on conclusion of which the new Trustees were to take up their office, Simon facilitated a New Trustee Induction event. One of the topics discussed during this induction was the election of a President scheduled to take place in 2025. This induction event was the first occasion at which the Board (in-waiting) discussed the challenge of a relatively inexperienced Trustee taking on the role of President. The likely situation was again discussed at the Board meeting held on 25 October 2024 during review of the Risk Register which is a standing agenda item. Following this meeting Simon agreed to informally make enquiries of the Privy Council (the body which grants our ByLaws on behalf of the Crown) to consider likely scenarios and mitigation measures, including draft amendments to the By Laws, such that he could discuss these with the Board at its next scheduled meeting, 28 November 2024. At a meeting of the Board of Trustees held on 28 November 2024, Simon asked again if there were any expressions of interest from any Trustee seeking to be elected to the office of President. None was declared. It was therefore proposed by the Deputy Chair of Trustees and seconded by the Honorary Treasurer that the Board support an amendment to By Laws 2024:9.4 and 2024:11.3 that seeks to re-elect SH as President and Chair of Trustees to serve for a further term of two years from the close of the AGM 2025 to the close of the AGM 2027. The proposal, as a Motion, received the unanimous support of the Board of Trustees.

What actions were taken subsequent to the Board Meeting at which the Motion was unanimously agreed by the Board? [see also 'Timeline' included as Appendix]

The Motion including draft amendments to the By Laws was unanimously agreed by Trustees at a meeting held on 26 November 2024. Following this the matter was presented to the RPS Nominations Committee. On 6 December 2024, the RPS Nominations Committee unanimously supported the Motion. With the unanimous support of the Board of Trustees and the RPS Nominations Committee, the proposed amendments to the By Laws were sent to the Privy Council Office for review by its Advisers. On 20 December 2024, the Senior Case Officer at the Privy Council Office confirmed that Advisers had no comments to make on the proposals and advised the Society that it could proceed to an EGM. With a break in the process due to Christmas and New Year, the Board briefed the RPS Members Committee (on 11 January 2025) and the RPS Representatives Committee (on 16 January 2025) to seek support for the Motion. Following confirmation of the requisite support for the Motion and with the unanimous support of the Board, on 31 January 2025 Notice was given to Members of a Town Hall meeting to be held on 12 February 2025 and intention to hold an EGM on 24 April 2025.

Does the Board feel it has complied with the requirements of By Laws 2024:18.9 and 18.10?

Under By Law 2024:18.9, *"Where a meeting of Trustees is to discuss a change to [the] By-Laws, notice detailing proposed changes must be given to all Trustees not less than 14 days before the date of the meeting."* Under By Law 2024:18.10, *"Where a proposal to amend [the] By-Laws is to be discussed at a Trustees meeting a majority of voting Trustees is required in order to submit a proposal for a change to [the] By-Laws to a General Meeting."*

Yes, the Board feels it has complied fully with the requirements of these By Laws.

In respect of **By Law 2024:18.9**, the purpose of which is to ensure Trustees have time to consider any proposals in advance of a decision to support or reject the proposals, more than **one month** had elapsed since the possible need for changes to the By Laws was first discussed by the Board (25 October 2024) and the date the Board agreed the Motion (26 November 2024).

Furthermore, more than **two months** had elapsed since the date the Motion was agreed (26 November 2024) and the date Notice was given to Members (31 January 2025) of the Town Hall and EGM process. Consequently, the Trustees had **more than three months** to raise any objection or concerns. During this time, nor since, has any objection or concern been raised by a Trustee on the proposed changes to the By Laws.

In respect of **By Law 2024:18.10**, the purpose of which is to ensure any changes to the By Laws have majority support of the Board of Trustees, on 26 November 2024 the Motion was supported unanimously by the Board of Trustees.

Furthermore, when the Town Hall was rescheduled, the Motion was reaffirmed by majority such that the Motion could be put to a General Meeting of the Society.

Will the Board release the Minutes of its discussions and any supporting paperwork?

Minutes of meetings of the Board of Trustees are strictly confidential. However, per a decision made at an Annual General Meeting of the Society in 2021, proceedings of meetings of the Board of Trustees are reported, by the President, in the 'Society' pages of the *RPS Journal*. The Board also applies this same confidentiality to its correspondence with the Privy Council.

Further guidance on the subject of confidentiality of Board Minutes is provided by the Charity Commission and other organisations that provide support to charity Boards. In summary, this guidance states, *"that Minutes of charity board meetings should be made available to all Trustees of the charity. They are not, however, public documents and do not have to be made available for public inspection unless the organisation's constitution requires it. Minutes of General Meetings are usually made available to all Members and, in the case of a charitable company, they must be."*

The motion for the EGM is to amend the By Laws and to re-elect Simon as President and Chair of Trustees for a further term of two years. How can any election take place until the amendment in the rules has been approved by the Privy Council?

Due to having only seven months before the next AGM, the Motion is *"To amend By Laws 2024:9.4 and 2024:11.3 and to re-elect Simon Hill HonFRPS as President and Chair of Trustees for a further term of two years."* These two events are not necessarily co-terminus but they do need to be dealt with together. If the Motion is passed by the Members at the EGM and is subsequently approved by the Privy Council (which Advisers expect to happen), it is likely that the changes to the By Laws will be confirmed by the Privy Council within 4-6 weeks of the EGM and the re-election of Simon will therefore be enabled to take effect at the close of the EGM in September 2025.

What has changed since the AGM 2024 where plans were outlined for this year's elections?

The RPS is governed by a Board of nine Trustees. At the election in 2025, six of the Trustee positions were subject to an election or appointment process. Since then, two Appointed Trustees (Andrew Clifforth and Charlotte Fraiberg) have resigned their positions. Of the six remaining Trustees (Simon is the seventh Trustee but unable to stand for election without the By Law changes), no Trustee has come forward to say they are willing to stand in an election for the position of President, and for this reason the Board unanimously supported the Motion to retain Simon for an additional term of two years as this is in the best interests of the Society.

Could the extension be for one year rather than two years?

There are three reasons why the Board is supporting a two year extension.

- [1]** ByLaw 2024:11.3 says that a President shall serve for a term of **two years**; two years is therefore the term of office. The Board and the Advisers to the Privy Council have presented no reason to reduce this or any other Presidential term from two years to one year.
- [2]** Any current Trustees (potentially elected to become President-designate) will benefit from a close working relationship with Simon before they will need take over the role of President.

[3] We need to ensure, as far as possible, a stagger of Trustee elections/appointments so that we don't repeat what happened in 2024 with the majority of the Board being replaced at a single event. The term of office for a Trustee is three years so a two-year extension of Simon's tenure as President will help to achieve a greater stagger with the next President automatically serving two years from September 2027 while Simon's replacement as an Elected Trustee will serve three years from the same date.

What are the 'exceptional circumstances' mentioned in the Motion?

[1] The first phase of the modernisation agenda is now nearing completion. With the support of the Board of Trustees, our CEO has delivered a significant reorganisation of the internal operations of the RPS while achieving considerable savings in our expenditure base and month-on-month growth of our membership. As we move to a new operating model for the RPS, it is imperative that we retain effective leadership of the Board. Simon has significantly more experience and knowledge of the RPS, and visibility to the Members, than any other Trustee.

[2] Throughout his tenure, first as a Trustee, then as President Elect, ultimately as President, Simon has created a raft of policies and procedures (our Regulations) under which the governance of the RPS is managed. There remains some further Regulations to be created, not least a new framework for Distinctions, and as with item [1] Simon is best placed to deliver this. An extension of his tenure, by two years, will enable this process to be concluded.

[3] Despite the best attempts of the Board and RPS Nominations Committee over the past few years, the intended stagger of Trustee replacement has not been achieved. Various factors, including Trustee terms of tenure and Trustee resignations, have conspired to create the situation we saw in 2024 where the majority of Trustees were replaced at a single event. The Board of Trustees, the RPS Nominations Committee, and the Executive Team feel the need for continuity and stability at the head of the organisation is such that the Society would be severely compromised if we were to lose Simon's unique knowledge, skills, and affinity with our stakeholder groups at this crucial time.

Why is the Board supporting this Motion?

The Board shares the view that the Deputy Chair of Trustees has provided in her supporting statement, *"Simon's leadership, vision, and unwavering dedication have been instrumental in guiding the RPS through a complex period of change. His understanding of the challenges and opportunities before us, along with his deep commitment to the Society's mission, makes him the ideal candidate to lead us through the next phase of our development. The proposed amendment will ensure that Simon remains in his role for an additional two years, until the close of the AGM 2027, which will bring his Trusteeship to a close after eight years of exemplary service. This additional two-year term will provide the necessary time for Simon to lead on the critical initiatives the Board has put in place; to set the Society on a strong path for the future; and to ensure an effective handover to his successor as the next President."*

Does the Chief Executive Officer support this Motion?

Yes, Dan Jones (CEO) supports the Motion and has shared his views in his supporting statement, *"During his 40-year association with the RPS, and with more than four years experience leading the organisation as President, Simon has developed a detailed understanding of the society, a deep affinity for its different stakeholder groups and unique knowledge of its governance and the complexities of its operations. Working closely with him over the last two years I have also seen first-hand the remarkable passion and commitment he brings to the role. As the Board of Trustees and the Executive work together to put the RPS on a sustainable financial footing - and at a time when we are navigating significant strategic issues such as the sale of RPS House – I believe retaining Simon's leadership and operational insight for a further two years would be a significant and crucial contributor to our success."*

When did Simon become a Trustee and when did he become President?

At the AGM held on **28 September 2019** Simon was elected a **Trustee**, with Dr Del Barrett ARPS as President and Dr Alan Hodgson ASIS FRPS as President Elect. On 5 November 2019, Dr Barrett resigned as President and Trustee. At a meeting of the Board of Trustees held on 19 December 2019, Dr Hodgson was confirmed as President, with immediate effect.

At an EGM held on **29 May 2020** the RPS Membership voted in support (poll 97%, vote 99%) of a Motion to appoint Simon as **President Elect**.

On 9 January 2021, Dr Hodgson resigned as President and Trustee. At a meeting of the Board of Trustees held on **11 January 2021**, Simon was confirmed as **President**, with immediate effect.

At the AGM held on **24 September 2022** the RPS Membership voted in support (94%) of a Motion to re-elect Simon as **President**, to serve until the close of the AGM in September 2025.

Why do we not have a President Elect?

A revision of our By Laws was a recommendation of the 'King Report' into the prosecution of the RPS Trustee Election 2019. During the subsequent By Law review (2020-2021) Members debated the governance structure of the RPS and agreed, *inter alia*, to abolish the office of President Elect and create a new office, that of Deputy Chair, which explicitly is not a 'President-in-waiting'. Incidentally, at the same time and contrary to the recommendation of the Board of Trustees, Members voted not to decouple the roles of President and Chair of Trustees. Subsequent to that meeting, Simon liaised with the Privy Council, the Crown's lawyers and representatives, the Charity Commission and with the RPS Membership to prepare a final draft of new By Laws.

At an EGM held on 27 March 2021 Members approved the draft new By Laws and, following review of the draft By Laws by Advisers to the Privy Council, at the AGM held 23 September 2023 Members approved certain revisions requested by the Privy Council.

The new By Laws of the RPS - with agreement of the Privy Council, the Charity Commission and the RPS Membership - were formally approved by Order of the Privy Council dated 14 May 2024. Consequently, as determined by the RPS Membership, we do not have and cannot have a 'President Elect' and the President is automatically Chair of Trustees.

If this Motion is successful, when will Members elect the next President?

Simon has recommended to the Board that, if the Motion is successful, an election should be held **as soon as possible** after the AGM in 2025. In practice, allowing for expressions of interest from candidates; a review of candidates by RPS Nominations Committee; preparation of a candidate prospectus; and Notice of Election to be issued to Members; the election will take place early in 2026, ideally before the end of **March 2026**. This will mean, from the date of the announcement of the result of the Election (and some months prior to the formal announcement and recording of the result at the AGM in **September 2026**) we will have a 'President-designate'. From September 2026 (in practice from March 2026) Simon can work closely with the President-designate to ensure a phased migration of duties and a seamless hand-over of the formalities of the role that will become fully effective from the close of the AGM in **September 2027**.

For how long can Simon continue to serve as a Trustee of the RPS?

Our By Laws state that no Trustee may serve more than six consecutive years on the Board of Trustees. If the Motion is not passed, Simon's term as a Trustee will end at the close of the AGM in September this year. If the Motion is passed, Simon will remain a Trustee, and President and Chair of Trustees, until the close of the AGM in September 2027 at which point he will retire as a Trustee, and as President and Chair of Trustees.

What will happen if the Motion does not pass and no Trustee is prepared to stand for election as President?

In this event, the Deputy Chair of Trustees would become **Acting Chair of Trustees** but would not become Acting President. Our By Laws make no provision for the role of Acting President. The Board would at the earliest opportunity have to encourage one or more candidates from among their number to stand for election as President. If there is only one candidate, there would be a Member vote to ratify the appointment. If there is more than one candidate, an election will be held. However, unless a single candidate was forthcoming or until two or more candidates could be 'encouraged' to stand for election, from the close of the AGM 2025 we would have an Acting Chair of Trustees but we would not have a President.

Is Simon in favour of this Motion or has he been put under pressure to accept it?

Simon did not propose this extension to his tenure as a Trustee; it was requested by the Board of Trustees and Simon has not been put under any pressure to accept it. Having given the matter some thought and sought the views of others (including his family), Simon is in favour of the Motion. However, he has said he will not serve longer than the additional two years provided by the Motion and he will ensure a Presidential election is conducted early in 2026 with a phased programme of handover to the 'President-designate' between that election and the AGM in 2027.

Was Simon given sufficient time to fully consider the personal cost to him of serving another term of two years?

Yes. Simon has discussed this with his wife and with his work colleagues. Trustees have had more than three months to consider the implications of the changes to the By Laws; Simon has had the same time to consider the personal cost to him. Simon has been an exemplary President, working tirelessly for the benefit of the Society. In giving its support to the Motion, the Board is affirming its immense gratitude to Simon for his willingness to continue to serve the Society as its President for two more years.

Is this setting up a precedent where someone can stay as RPS President forever?

Absolutely not. The proposed amendment to the By Laws has been given the most careful consideration by the Board of Trustees and has been reviewed by Advisers to the Privy Council to ensure that there are safeguards to prevent this ever becoming a precedent and to prevent any possible abuse of due process. These safeguards are:

- [1] the existence of an **exceptional situation** must be determined by the Board of Trustees;
- [2] the President must have already reached **six consecutive years** as a Trustee;
- [3] the President must have already reached the end of a **second term in office** as President;
- [4] the fulfilment of these three requirements would be an extremely rare situation but, in any event, it requires **a vote by the RPS Membership** for any individual to be elected or re-elected as President, so the Membership will *always* have the final say;
- [5] and finally, the extension is **for two years only**, on completion of which Trustee must retire as President and as a Trustee; consequently, no-one can ever be President forever!

Have the By Law amendments been draw-up in haste?

No. The By Law amendments were agreed in principle at the Board meeting held on 28 November 2024 and a draft was immediately submitted to the Privy Council Office for review by its Advisers. Following this review, on 20 December 2024, the Senior Case Officer confirmed that the Advisers did not wish to make any changes to the proposed By Law amendments and agreed the RPS could proceed to hold an EGM.

If the Motion is carried on April 24, how long will the Privy Council take to approve the changes to the By Laws?

Following receipt of this question from a Member, Simon asked the Senior Case Officer to answer. The reply is, *"As you know these can vary substantially, however given Advisors informally approved this so quickly in December, I would be confident in saying we should be able to get Approval and a final Order signed and sealed within our usual 4-6 week timeline, from the date you submit the final papers to us."*

When and why did Simon withdraw the Motion and cancel the Town Hall meeting?

Following the unanimous Board support for the Motion at the Board Meeting held on 28 November 2024, and to avoid any conflict of interest, Simon immediately stood back from the Town Hall and EGM process. The process would be managed by the Deputy Chair of Trustees.

On 10 February 2025 - only two days before the scheduled Town Hall was to take place - the Deputy Chair of Trustees notified the Board that a current Trustee had expressed their willingness to stand for election as President and had received a second to do so. As the original unanimous approval to amend the By Laws was primarily due to the absence of any Trustee willing to stand for election, the Deputy Chair of Trustees believed the Motion to change the By Laws would no longer have the unanimous support of all Trustees as it did on 28 November 2024.

In the brief time available, it was not possible for Simon to verify or refute the accuracy of the notification that a current Trustee had expressed their willingness to stand for election as President. So, on 11 February 2025, taking the notification from the Deputy Chair of Trustees on face value, Simon sought to safeguard the legitimacy of any subsequent election for the office of President. He felt it was in the best interests of the RPS to withdraw the Motion, cancel the Town Hall, agree with the CEO a form of communication to inform Members of this decision, and provide his support to the Trustee who had indicated their willingness to stand for election.

Simon's communication to Members was sent shortly after 10am on that same day.

So, did a Trustee declare their willingness to stand for election in 2025?

After making enquiries, the Board determined that no Trustee had declared they were willing to stand as President.

Why has the Town Hall been reinstated?

When the Board became aware of the incorrect information - that is, there being no candidate willing to stand, nor there ever having been a candidate willing to stand - the Board sought to deal swiftly with the matter and took legal advice on how best to proceed. That advice was provided by specialist charity lawyers at Bates Wells.

The legal advice was:

"It seems that, despite the communication that the Motion had been withdrawn, the Motion remains valid and, especially [if Simon is] still willing to serve, it remains open for the Board to affirm the Motion and proceed to the EGM. We would suggest that, if the Board wishes to proceed in this way, it should resolve to affirm the continuing validity of the Motion and that the Motion shall proceed to the EGM as planned and to authorise communication of this decision to members."

FAQ Revision 1

On 18 February 2025, at a meeting of the Board of Trustees - having immediately prior to the meeting established with the Chair of the RPS Nominations Committee that no "last minute" candidate had declared their willingness to stand for election as President, the Board voted on the matter, *"It was Agreed and RESOLVED by majority decision to continue the validity of the Motion, to proceed to the EGM, and to authorise communication of this decision to Members."*

Do Members get an opportunity to debate the Motion in advance of the EGM?

Yes, the opportunity for Members to debate the Motion is a requirement written into our new By Laws. By Law 2024:28.8 states, *"the Board of Trustees shall make provision for Members to have access to debate and written submissions on the matter to enable Members to make well-informed voting decisions and to play a meaningful part in the decision-making process."*

In fulfilment of this requirement, the Board of Trustees is holding a rescheduled Town Hall meeting on **5 March 2025, 7:00pm (online)**.

If any Member cannot attend this meeting and wishes to make representation on the matter, they may provide a written submission by email to egm2025@rps.org. Should any matters arise from the Town Hall meeting or from further written submissions that are not covered in this FAQ, a revised and updated FAQ document will be published and re-issued prior to the EGM.

Will Members have the opportunity to speak to the Motion at the EGM?

The opportunity to debate the Motion is the Town Hall meeting on 5 March 2025 following which any questions and answers not already covered in this FAQ will be presented in an updated FAQ. The updated FAQ (revision 2) will be issued to all Members with Notice of the EGM.

The purpose of the EGM (see By Laws 2024:27 and 2024:28) on 24 April 2025 will be to conduct the vote on the Motion. Any previously notified questions (and answers) received subsequent to publishing an updated FAQ issued with Notice of the EGM will be presented to the meeting with opportunity for further debate on those questions and answers as necessary.

The EGM will be opened and chaired by Simon, as President and Chair of Trustees (as required under By Law 2024:28.5) but, to avoid any conflict of interest, the proceedings of the meeting will be facilitated by, and oversight of the ballot will be undertaken by, a Trustee or former Trustee.

Why must we hold an EGM?

To enact the intention of this Motion it is necessary to amend the By Laws. By Law 2024:28.10 requires that any proposal to alter amend the By Laws (which is always subject to gaining formal approval of the Privy Council), *"shall be decided by a majority of two-thirds of Members voting in person or by proxy at a General Meeting."* The AGM to be held in September will be too late for the Privy Council to approve the changes to the By Laws, so an EGM is being called for **24 April 2025, 7:00pm (online)**.

Do I need to vote at the EGM?

Our Society exists and thrives on the involvement of our Members in our governance processes. The President, the Board of Trustees, and the Executive Team urge you to exercise your rights as a Member of the RPS and have your say in this important matter. The Board of Trustees and the RPS Nominations Committee are unanimously supportive of this Motion and remain convinced the passing of this Motion is in the best interests of the Society at this critical time.

The Board of Trustees, the RPS Nominations Committee and the Executive Team urge you to support this Motion by voting at the EGM or by proxy.

APPENDIX 1 - Timeline of actions and communications

20 September 2024	Trustee Induction Event discussed succession
25 October 2024	Board Meeting discussed risk to succession
28 November 2024	Board Motion with unanimous support from the Board
6 December 2024	Unanimous support from RPS Nominations Committee
20 December 2024	Approval from Privy Council Advisers to proceed to EGM
Christmas and New Year	
11 January 2025	Motion briefed to RPS Members Committee
16 January 2025	Motion briefed to RPS Representatives Committee
24 January 2025	Motion given final Board approval for issue to Members
31 January 2025	Notice of Town Hall issued to Members
10 February 2025	The Deputy Chair of Trustees notifies the Board that a candidate has come forward and received a seconder, and that the Motion no longer has the unanimous support of the Board of Trustees
11 February 2025	Simon withdraws the Motion, cancels the Town Hall meeting, and communicates this to Members
12-13 February 2025	Following investigation, the notification of there being a candidate was found to be incorrect; legal advice is sought
14 February 2025	Legal advice received from Bates Wells
18 February 2025	Extraordinary Meeting of the Board is called under By Law 2024:18.5 at which the Motion was affirmed by the Board
19 February 2025	Facilities approved by the executive team and communications approved by the Board
20 February 2025	Simon informs Members that the Motion has been affirmed by the Board and the Town Hall meeting has been rescheduled
12 February 2025	Town Hall meeting (online) CANCELLED
5 March 2025	Town Hall meeting (online) RESCHEDULED
24 April 2025	EGM to vote on the Motion (online)
25 April 2025	Notification of result of EGM vote to be sent to Privy Council
6 June 2025 (estimated)	Approval from Privy Council (if previously supported by Members at the EGM)

APPENDIX 2 - Update on other matters

The following subjects appeared in questions raised by Members about the Motion. Although these subjects are outside the scope of the Town Hall meeting (which is to debate the Motion), the following is provided for information.

Board Unanimity on Motion

The Board unanimously supported the Motion - nine out of nine Trustees voted in support of the Motion when it was first presented. Following the withdrawal of the Motion, when the Board affirmed the Motion for it to be put back before the Members, six out of the seven Trustees voted in support, one Trustee opposed. At the time the Board affirmed the Motion, the Board comprised only seven Trustees.

Membership

As will be seen in the reports of meetings of the RPS Board (appearing in the next edition of the *RPS Journal*) membership has continued its month-on-month growth and in January 2025 total membership stood at 10,663. This is the highest year-end balance since 2019 (although mid-2021 was slightly higher, this was due to 'Covid-19 memberships' which proved to be transient). Membership growth has been maintained despite further reduction in operating expenditure.

Operating Expenditure

Also to be seen in the reports of meetings of the RPS Board, operating expenditure has been significantly reduced which is resulting in the operating deficit being reduced further than expected. We are therefore continuing to track to cash neutrality and financial sustainability, after many years of high operating deficits.

CEO

On 31 January Dan Jones tendered his resignation. He communicated this to the Members via MemCom and RepCom. As Members may know, Dan lives in London and the weekly commute to Bristol has become increasingly onerous with the demands of a (very) young family. The Board thanked Dan for all that he has delivered during his two years as CEO, including a membership that is now growing, with the highest membership balance for many years; significant progress in modernising our operations and digital infrastructure; and defining a path forward with respect to the sale of RPS House. All achieved while greatly reducing expenditure and the operating deficit: the key deliverables with which Dan was tasked by the Board. Dan will work closely with the President and the wider Board to ensure a seamless handover to his successor. The Board is actively recruiting a replacement for Dan.

RPS House

The Board has continued to consider Trustee views on the intended sale of RPS House and has reviewed offers received in respect of a prospective sale. Dan Jones has presented to Trustees a presentation describing scenarios of how the sale of RPS House would affect the balance sheet, replenish our financial reserves and provide significant investment for improving the member experience and services. The Board agreed to proceed with actions necessary to move towards concluding a sale.

Honorary Treasurer

Charlotte Fraiberg resigned as Honorary Treasurer on 9 February due to increasing demands through her new job and education commitments. In her resignation letter, Charlotte wrote, *"I also want to be clear that my decision to resign is entirely unrelated to the Motion to retain you for an additional term, which I continue to support as being in the best interests of the Society ... I believe your continued leadership is essential to ensuring stability and allowing time for a well-managed handover [to your eventual successor]."*
