THE ROYAL PHOTOGRAPHIC SOCIETY

EXTRAORDINARY GENERAL MEETING 2025

MINUTES of the meeting held online via ZOOM on Thursday 24 April 2025, 19:00h (BST)

The Meeting was chaired by the President, Simon Hill HonFRPS

Present

At the opening of the meeting, there were 153 Members present. At the close of the meeting there were 165 Members present. At peak attendance there were 174 Members present. There were 230 proxy/email votes registered prior to the meeting.

Engagement with the EGM process was therefore circa 400 Members.

Lists of (1) all members registered to attend the event, (2) all proxy/email votes, and (3) all online votes are retained on file.

Dan Jones provided technical support for the online meeting.

Welcome

The President, as Chair of the Meeting, opened proceedings at 19:00h and welcomed all present.

Introduction

The President reminded all present that the papers for the Meeting had been issued prior to the Meeting and were available as downloads from the "EGM webpage" at www.rps.org/egm2025

The President alerted those present to an unauthorised communication that had been sent earlier in the day by Melissa Magnuson (former Trustee and Deputy Chair) to undisclosed recipients including those in several RPS group email accounts (for example RepCom, MemCom, NomCom, FinCom, etc) and he drew Members attention to his written response. The President thanked Sophie Collins LRPS and Mathew Lodge LRPS for their help in writing the response.

Statement of Business

The President stated that the sole special purpose of this Meeting was, following debate at the Town Hall Meeting held on 5 March 2025, to vote on the Motion tabled by the Board of Trustees on 28 November 2024:

> ***MOTION to Amend By Laws 2024:9.4 and 2024:11.3; and re-elect Simon Hill HonFRPS as President and Chair of Trustees for a term of two years.***
>
> *This PROPOSAL by way of a MOTION is sponsored by Melissa Magnuson ARPS, Deputy Chair of the Board of Trustees, and is made by the Board of Trustees under provision of By Law 2024:2.2(a). The Board is seeking Member support for this MOTION under By Law 2024:28.10(b), support for which will constitute a RESOLUTION by the Members.*

A copy of the Motion, which includes the proposed amendments to the By Laws, is included as an annex to these Minutes.

Follow-up to the Town Hall Meeting held 5 March 2025

The President informed the Meeting that there had been two follow-up documents to the Town Hall Meeting: on 31 March 2025 the President wrote to all Members; and on 14 April 2025, a second FAQ document was issued.

In his letter to Members (31 March 2025), the President identified five objectives for his forthcoming term of office (subject to the Motion being Passed):

- to consult on the Strategic Plan 2026-2030;
- to consider the reinstatement of the office of President Elect (in place of Deputy Chair);
- to consider decoupling the offices of President and Chair;
- to improve opportunities for Member engagement with governance processes; and
- to support the new CEO and continue to support the Executive Team.

The FAQ document (14 April 2025) covered five points (with some overlap to the letter from the President):

- it confirmed Board support for the Motion;
- to consider the reinstatement of the office of President Elect (in place of Deputy Chair);
- to consider decoupling the offices of President and Chair;
- to improve opportunities for Member engagement with governance processes; and
- It confirmed that the amendments to the By Laws could be reversed at a later date.

The President described the main themes that flowed out of the Town Hall Meeting debate:

1. **For the Board to consider the re-introduction of the office of President Elect (subject to a Member vote at the AGM)**
    - if this proposal was approved at the AGM 2025, to hold an election by the end of 1Q 2026.
2. **For the Board to consider decoupling the offices of President and Chair (also subject to a Member vote)**
    - although this would require significant work on revisions to the By Laws and considerable liaison with the Privy Council Office and its Advisers.
3. **For the Board and Executive to consult with Members on the Strategic Plan 2026-2030**
    - this is a priority action for the Board and the new CEO and should have an immediate start for when the new CEO takes up the post.
    - The President informed the Meeting that Victoria Humphries had been appointed to the position and would take up the post in early May 2025.
4. **For the Board to consider appropriate forums and processes for gaining Board/Executive/ Member engagement with the governance process**
    - with an ambition to hold the first of these by the end of July 2025

VOTE ON THE MOTION

To avoid any risk of suggestion of a conflict of interest between the President and the vote that would provide him with a further term of two years in office, the President asked Mathew Lodge LRPS (formerly Deputy Chair of Trustees and now a co-opted Trustee) to oversee the vote.

Mathew Lodge explained the voting process to the Meeting and informed those present that he and Dan Jones (RPS CEO) would independently calculate the result (from the proxy/email votes and the votes cast online at the meeting) and, when the results were corroborated, would announce the result to the Meeting.

Note that because the Motion includes an amendment to the By Laws, **By Law 2024:28.10(b)** requires a majority of **two-thirds (66.7%)** in Support for the Motion to be Passed.

The corroborated result of the vote was:

Total number of Votes FOR the Motion	**309**
Total number of Votes AGAINST the Motion	**60**
Total number of Votes Cast	**369**

Mathew Lodge announced the result of the vote on the Motion:

83.74% votes in support of the Motion, therefore THE MOTION WAS PASSED

Next Steps

The President informed the meeting that he will inform the Privy Council Office of the result and issue the Office with a copy of the signed and sealed Resolution confirming the result. The Board will now work with RPS Nominations Committee to recruit two further Appointed Trustees (to replace Andrew Clifforth and Melissa Magnuson) and an Honorary Treasurer (to replace Charlotte Fraiberg).

Thanks and Close

Prior to closing the Meeting (at 19:15h), the President thanked Mathew and Dan, and the Board of Trustees, for their work in facilitating the meeting.

Simon Hill 25 April 2025

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

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MOTION

At a Meeting of the Board of Trustees of the Royal Photographic Society, held online on Thursday 28 November 2024, it was proposed by **Melissa Magnuson ARPS** (Deputy Chair of Trustees) and seconded by **Charlotte Fraiberg** (Honorary Treasurer) that the Board supports an amendment to By Laws 2024:9.4 and 2024:11.3 (detailed below) and seeks to re-elect **Simon Hill HonFRPS** 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.

To ensure continuity and stability during this time of considerable and on-going modernisation of the Society, the Board feels it is in the best interests of the Society for Simon to remain as President until the close of the AGM 2027. This will bring Simon's Trusteeship to an end with him having served the current maximum allowed six years on the Board of Trustees (By Law 2024:9.4) plus the additional two years enabled by the amendments proposed by this MOTION.

This PROPOSAL by way of a MOTION is sponsored by Melissa Magnuson ARPS, Deputy Chair of the Board of Trustees, and is made by the Board of Trustees under provision of By Law 2024:2.2(a). The Board is seeking Member support for this MOTION under By Law 2024:28.10(b), support for which will constitute a RESOLUTION by the Members.

Proposed amendments to the By Laws 2024 [amendments shown in red type]

By Law 2024:9.4

~~Notwithstanding the provisions of By Law 11.3~~ Save for the circumstances concerning the re-election of a President provided under By Law 2024:11.3, no Trustee may serve more than six consecutive years on the Board of Trustees but may again serve a further six consecutive years after a period of two consecutive years not on the Board of Trustees.

By Law 2024:11.3

The President shall serve for a term of two years. A further term of two years may be served if once again elected by the Members. ~~but a President who reaches six consecutive years on the Board of Trustees during his first term in office as a President may not be elected for a further term.~~ However, notwithstanding the provision of By Law 2024:9.4, in circumstances deemed by the Board of Trustees to be exceptional and with the majority support of the Members under provision of By Law 2024:28.10(b) given at a General Meeting, a President who reaches six consecutive years on the Board of Trustees and the end of a second term in office as President be elected for a further term of two years as Trustee and President on completion of which they must retire their Trusteeship and the Presidency.

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

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At a meeting of the Board of Trustees held on Thursday 28 November 2024

this MOTION was PROPOSED by

Melissa Magnuson ARPS, RPS Deputy Chair of Trustees (and Chair of Representatives Committee)

and SECONDED by

Charlotte Fraiberg, RPS Honorary Treasurer (and Chair of Finance & Audit Committee)

The MOTION is SUPPORTED unanimously by the Board of Trustees

(at 28 November 2024)

Carolyn Bloore ARPS, RPS Elected Trustee

Sebah Chaudhry, RPS Elected Trustee

Andrew Clifforth, RPS Appointed Trustee

Sophie Collins LRPS, RPS Appointed Trustee

Victoria Forrest, RPS Elected Trustee

Charlotte Fraiberg, RPS Honorary Treasurer (and Chair of Finance & Audit Committee)

Simon Hill HonFRPS, President & Chair of Trustees

Melissa Magnuson ARPS, Deputy Chair of Trustees (and Chair of Representatives Committee)

James Weeks LRPS, RPS Elected Trustee

The MOTION is SUPPORTED unanimously by the RPS Nominations Committee

(at 6 December 2024)

Robert Bolton ARPS, Member of RPS Nominations Committee

Simon Fremont ARPS, Member of RPS Nominations Committee

Rajen Nandwana, Member of RPS Nominations Committee

Tim Pearson, Member of RPS Nominations Committee

Susan Stuart, Member of RPS Nominations Committee

Alastair Taylor ARPS, Chair of RPS Nominations Committee

With unanimous support of the Board of Trustees and of the RPS Nominations Committee, this proposal was submitted to the Privy Council Office for review by Advisers.

Following receipt of the supportive response from the Privy Council Office (received on 20 December 2024)**, the MOTION was briefed at the earliest opportunity to members of the RPS Members Committee** (at its meeting on 11 January 2025) **and the RPS Representatives Committee** (at its meeting on 16 January 2025).

Governance Note

*The number of supporters required for a Motion to be voted at an Annual General Meeting is **25 Members** as prescribed by ByLaw 2024:26.5 The Board of Trustees (**9 Members**) and the RPS Nominations Committee (**6 Members**) considered it necessary to comply with this same requirement for a Motion to be voted at an Extraordinary General Meeting.*

*To meet this governance requirement the Motion was briefed to RPS Members Committee and RPS Representatives Committee in order to gain the necessary additional support (**10 Members**). The first 20 Members (**double** the additional required 10 Members) confirming their support **by the due date** have been listed below. The Motion therefore has the requisite support to be put to a Member vote at an EGM.*

The MOTION is SUPPORTED by the following members of the RPS Members Committee and/or RPS Representatives Committee (in their capacity as ***individual*** Members of the RPS)**:**

Roy Appleby LRPS, Regional Organiser, North West Region
Colin Balfour LRPS, Chair, Landscape Group
Ian Bateman FRPS, Chair, Audio Visual Group
Ed Bylina, lately Joint Regional Organiser now Regional Organiser, Yorkshire Region
Mary Crowther ARPS, lately Joint Regional Organiser, Yorkshire Region
Mark Deutsch LRPS, Chair, Visual Art Group
Paul Evans, Regional Organiser, South West Region
Dave Ferguson LRPS, Regional Organiser, Scotland Region
Andy Golding ASICI FRPS, Chair, RPS Education Committee
John Gough LRPS, Regional Organiser, South East Region
Janet Haines ARPS, Chair, Digital Imaging Group
Heather Laurence, Chair, Archaeology & Heritage Group
Duncan Locke ARPS, Chair, Nature Group
Mervyn Mitchell ARPS, lately Chair, RPS Equality Diversity and Inclusion Committee
Tom Owens ARPS, Chair, Contemporary Group
Ohla Pashkovska, Regional Organiser, Central Region
Mark Phillips FRPS, Chair, Documentary Group
Hugh Turvey HonFRPS, Chair, RPS Science Committee
Richard Williams LRPS, Chair, Analogue Group
Sue Wright, Chair, Women in Photography Group

*Note that the support of **Simon Fremont ARPS** (Chair, RPS Members Committee; Chair, East Anglia Region; and a member of the RPS Nominations Committee) and **Alastair Taylor ARPS** (Chair, Nominations Committee; and a member of the RPS Representatives Committee) is recorded under RPS Nominations Committee on page 2 of this document. The support of **Mary Crowther ARPS** and **Mervyn Mitchell ARPS** is as the late office holders (no current office holder).*

Statement of Support from Alistair Taylor ARPS, Chair, RPS Nominations Committee

As Chair of the RPS Nominations Committee (NomCom), I confirm the Committee's support for this Motion. The Board of Trustees has been proactive in identifying exceptional circumstances and in addressing the appointment process for the President and Chair of Trustees in advance of the normal election process that would be overseen by NomCom.

NomCom has conducted an independent assessment of the rationale for the Motion and has considered the details of the proposed amendments to the By Laws.

Our process of due diligence confirms that the circumstances are "exceptional" on account of the need for continuity and stability as the RPS transforms its operations and implements its future strategies. NomCom acknowledges that, despite their wide-ranging experience, many of the current members of the RPS Board of Trustees are recently appointed and, as such, are currently gaining more in-depth knowledge of the RPS, its governance processes, its operations, and longer term strategy. Hence stability in the Chair is vital to ensuring this process continues. In addition, we have received confirmation from the Chair and Deputy Chair of Trustees that the current Board has reviewed carefully all options and is fully committed to the Motion as proposed.

In considering the proposed By Law amendments, NomCom supports the provisions these seek to secure.

NomCom considers the current circumstances to be "exceptional" and has sought reassurances that application of this approach to appointment of the President would not become 'normal practice'. By virtue of the proposed revisions to the By Laws, this approach to re-election of the President would only ever be applied should a future President have reached the six year maximum tenure as a Trustee and have served two consecutive terms of office, and while the circumstances warranting a further term be considered "exceptional", and only with the majority support of the Members. To that end, Nom Com will be conducting a review of Trustees terms of office with a view to ensuring that elections and appointments are sufficiently staggered so as to avoid the need for any subsequent use of this "exceptional" condition.

NomCom notes that in the event of this Motion failing, there will need to be a formal election of one of the existing Trustees to become President following the process outlined at the 2024 AGM albeit to a slightly revised timetable. NomCom has considered this possibility and have plans in place should that become necessary.

In conclusion, NomCom believes that the RPS is at a crucial point in its transformation and unanimously supports the need for strong and stable governance which we believe the current President provides and which this Motion will help to secure. NomCom recommends this Motion to the Members of the RPS.

Alastair Taylor ARPS
Chair
RPS Nominations Committee

6 December 2024

Communication received from Daniel Currie, Senior Case Officer, Privy Council Office, following review of the proposals by Advisers to the Privy Council

Happy to report that Advisors do not have any comments on the proposals; and so you are free to proceed to the EGM and seek the Members' approval. I look forward to hearing from you after that meeting, to then seek Privy Council formal consent for the changes.

Daniel Currie
Senior Case Officer
Privy Council Office

20 December 2024

Statement of Support from Melissa Magnuson ARPS, Deputy Chair

I am writing to formally express my strong support for the Motion put forward regarding the re-election of Simon Hill HonFRPS as President and Chair of Trustees for a further two-year term, to serve from the close of the AGM 2025 to the close of the AGM 2027. The Motion put forth seeks an amendment to By Laws 2024:9.4 and 2024:11.3, which will allow Simon to continue in this vital leadership role during a critical period of transformation for the Society.

As we navigate an era of significant and ongoing modernisation, it is imperative that we maintain a sense of continuity and stability at the helm of the Society. 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.

I believe that this Motion is in the best interests of the Royal Photographic Society, and I fully support it. Simon's leadership is essential to ensuring that we not only preserve the rich legacy of the RPS but also continue to evolve and innovate as we meet the challenges and opportunities of the future.

Thank you for considering this important Motion, and I look forward to working with all of you to advance the interests of the Society.

Melissa Magnuson ARPS
Deputy Chair of Trustees
Royal Photographic Society

9 January 2025

Statement of Support from Dan Jones, RPS Chief Executive Officer

I am writing to confirm my support for the Motion put forward regarding the re-election of Simon Hill HonFRPS as President and Chair of Trustees for a further two-year term. The Motion put forth seeks an amendment to By Laws 2024:9.4 and 2024:11.3, to permit Simon to continue in post as President at a time when continuity and experience are paramount to the successful development and modernisation of the organisation.

During his more than 40-year association with the RPS, and approaching five 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 including 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. Should the proposed amendments pass, Simon would remain in post until September 2027, and will use that time to properly onboard and prepare other members of our very capable Board of Trustees to take the helm, thus ensuring a smooth and effective succession.

With this in mind I strongly support the Motion to re-elect Simon Hill HonFRPS as President and Chair of Trustees for a further term of two years.

Daniel Jones
Chief Executive Officer
Royal Photographic Society

15 January 2025

VALIDITY OF MOTION

As required under By Law 2024:26.5 this Motion was duly lodged at the Registered Office of the Royal Photographic Society on Saturday 18 January 2025, being more than three months before the date of the proposed Extraordinary General Meeting, and is supported by not less than 25 Members as required under By Law 2024:26.5.

Simon Hill HonFRPS has confirmed his willingness to be re-elected as President subject to the majority support of the Board of Trustees and the majority support, per By Law 2024:26.5, of those Members voting in person or by email at an EGM held for that purpose..

An **Extraordinary General Meeting** has been scheduled for **Thursday 24 April 2025, 7:00pm BST (online)**.

A formal Notice of EGM will be issued to Members on or before 28 March 2025.
