

**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**

FAQ

Prepared in response to questions raised at the Town Hall meeting, 5 March 2025

Frequently Asked Questions (FAQ)

Prepared in response to questions posed to the Town Hall Meeting (5 March 2025)

Is the Board in support of the Motion?

Yes. The Board voted to approve the Motion, recognising that retaining Simon as President and Chair for a term extension is in **the best interests of the RPS**. As a member for over 40 years, a Fellow for over 30 years, a Trustee for almost six years and President/Chair for over four years, Simon has - during his time leading the Board of Trustees - played a key role in supporting the Executive Team in strengthening the Society's financial position, reducing expenditure, and building membership.

During his tenure, significant developments have taken place, including the divestment from RPS House, securing new premises in Bristol (which will serve the needs of the RPS at a lower annual expense), and setting a course for enhanced regional engagement. The view of the Board is that **Simon's continued leadership is essential** to sustaining the direction and momentum of the transformation agenda, ensuring a timely and smooth Presidential succession, and on-boarding the new CEO / Executive Director to replace Dan Jones.

As we enter a period of significant upheaval, including the move from RPS House to new premises, and with the majority of Trustees very new to their roles, since September 2024, Simon's extensive governance expertise and deep understanding of all aspects of the RPS will be invaluable in facilitating **further transformation of the Society** and in delivering an effective Presidential succession plan.

What proposals are there for future Presidential succession planning?

The Board and Nominations Committee are actively working on succession planning, creating scenarios for the Motion being supported and for the Motion being defeated. The Board and Nominations Committee will also ensure the succession planning process is future proof to avoid a repeat of this situation. Central to this will be Board discussion around potentially reinstating the office of President Elect and possibly decoupling the President and Chair roles (see next question), all of which will be subject to Member consultation and approval.

See also **"Why do we not have a President Elect?"** (page 6 of the original FAQ document)

Is there a proposal to 'decouple' the President and Chair roles?

During the 2020–2021 By Law consultation, the Board considered decoupling the roles of President and Chair but, when the Members were consulted, there was significant opposition to this proposal. However, recent discussions (at the Town Hall, 5 March 2025) suggest there may now be some support.

The change does not require amending the Royal Charter but it would need either a significant number of changes to the By Laws (which would take upwards of six months to achieve) or possibly a new Board Regulation (which would take approx. two to three months to deliver).

See also **"Why do we not have a President Elect?"** (page 6 of the original FAQ document)

Frequently Asked Questions (FAQ)

Can the changes to the ByLaws proposed by this Motion be reversed when we have a better succession planning regime in place?

Yes, the By Law changes can be considered temporary and could easily be reversed. That said, the changes proposed by this Motion are, in any event, designed to prevent extended tenure of a President from becoming the norm. The By Law change proposed by this Motion enables any President to do an extra term but only **subject to four strict conditions being met:**

- (i) **circumstances must be deemed exceptional** by the Board of Trustees;
- (ii) can be actioned only with the **majority support of the Members** given at a General Meeting;
- (iii) the President must have already had **six consecutive years** on the Board of Trustees; and
- (iv) the President must have reached the end of a **second term** in office as President.

This combination of conditions, particularly conditions (iii) and (iv) has never occurred before in the 172 years of the RPS, and it is unlikely to ever happen again. However, note that in any event, the ultimate decision will always remain with the Members - see condition (ii) above.

See also "Is this setting up a precedent where someone can stay as RPS President forever?" (page 8 of the original FAQ document)

Can Members have a regular opportunity to discuss RPS governance and strategy with Trustees?

At the Town Hall meeting held on 5 March 2025, a Member asked whether regular meetings for could be held at which Members may raise concerns and discuss key issues directly with Trustees and the Executive Team. While the Board of Trustees retains ultimate responsibility (and liability) for developing governance and strategy, and the Executive Team has the responsibility to deliver that strategy, these proposed regular meetings - following the Town Hall format - could help shape discussions and guide decision-making.

Members currently engage through MemCom and RepCom - and these remain important routes of governance communication - the President, the CEO and the Board of Trustees is looking at how these additional Town Hall meetings could be facilitated.

The Board of Trustees, the RPS Nominations Committee and the Executive Team support this Motion and encourage you to vote in support at the EGM or, if you are unable to attend, to register your vote by email to proxy@rps.org including your name and membership number.

Your email vote MUST be received by 22 April 2025, 5pm (BST)
