

Please turn to page 7 for Questions and Discussion resulting from the on-line briefing session held on 31 January 2024

How Many Trustees are there on the Board?

The RPS (Royal Photographic Society) By-Laws state that:

There shall be up to nine Trustees who shall constitute the Board of Trustees.

The Board of Trustees shall comprise:

- a. the President, elected by the Members of the Society.
- b. the Honorary Treasurer appointed by the Board of Trustees.
- c. up to four Elected Trustees elected in accordance with By-Law 16; and
- d. up to three Appointed Trustees appointed in accordance with By-Law 16.

How many Trustees are up for election in 2024?

There are five Trustees coming to the end of their term of office at the close of the AGM 2024 plus one vacancy. The RPS Nominations Committee has been tasked with the selection of 4 elected and 2 appointed Trustees.

Who runs the Trustee election process?

The RPS Nominations Committee has oversight of the process for nominations and appointments to the Board of Trustees.

What is the timing for the election process in 2024?

The timelines are:

- w/c January 15th 2024 Call for nominations
- 31 January 2024 at 1900 – On-line briefing session
- 29 February 2024 – Final date for applications
- January-March 2024 Nomination period (ends 15 March 2024)
- March 2024 Candidate appraisal by Nominations Committee
- April 2024 Publication of Candidate Prospectus
- May-June 2024 Voting period (ends 30 June 2024)
- July 2024 Result announced.
- July-August 2024 Training and on-boarding
- September 2024 (AGM) Formal announcement of result and hand-over to new Trustees

Do I need to be a RPS member to become an “Elected Trustee”?

Anyone - member or non-member - can stand for election so long as they have the requisite number of nominators. A candidate does not “need to be a member to be eligible for nomination” ... if they can get ten nominators they can stand for election but they must be a member (or become a member) to become a Trustee if so elected. They must then remain a member for the duration of their Trusteeship.

How are “Appointed Trustees” appointed?

Appointed Trustees shall be appointed by the Board of Trustees who shall demonstrate consideration of the recommendations of the Nominations Committee under By-Law 16.11

Do I need to be an RPS member to be an “Appointed Trustee”?

You do not need to be a current RPS member to apply to be an “Appointed Trustee”. However Once you are an Appointed Trustee, you will be required to be a member of the RPS.

Are non RPS members allowed to apply?

Non-RPS members with relevant skills and experience are encouraged to apply to become an Appointed Trustee. They must however, become an RPS member before the date of appointment to assume the role.

Do I need to have the support of other RPS members to stand as an elected Trustee?

Under provision of RPS By Law 2023:16.6, any member wishing to stand for election as a Trustee will require the nomination of at least 10 members other than the nominee - such nominations to be provided no later than 5 months prior to the AGM.

There is nothing to prevent a non-member from joining the RPS and obtaining the required support from ten members should they so wish.

The Nominations Committee have agreed that members seeking nomination for election must have evidence of support from at least ten members by no later than 15 March 2024. Evidence of support must include the supporting RPS members' name, membership number, and email address and will be verified accordingly.

HOWEVER, it is acknowledged that some members seeking nomination to become a Trustee may not be able to access enough members to provide the minimum level of support required. Under such circumstances, applicants are advised to contact the RPS CEO in order that they can be connected to relevant Members, Groups, Regions, or Chapters in order that sufficient support may be garnered, or they may put themselves forward for consideration as an appointed Trustee.

Are there any other eligibility criteria?

- You must be aged 18 or over to be a Trustee of the RPS.
- You must not act as a Trustee if you are disqualified from doing so (unless authorized by a waiver from the Charity Commission).
- For more information about the reasons for disqualification, please visit www.charitycommission.gov.uk

I am interested. How do I apply?

The recommended process for becoming a Trustee is as follows:

1. Read this document and understand the process and the legal, financial, time commitment and other obligations that are attached to the role.
2. Attend the online Candidate Information Session on Wednesday 31 January 2024 at 1900. This is an opportunity to find out more about the role of a Trustee, meet existing Trustees and ask any questions you may have. Relevant parts of the session will be recorded for the benefit of those who can't attend, and the recording will be made available via the recruitment web page.
3. Complete the Trustee Application Form which collects information on your relevant experience, relevant professional qualifications and a personal statement outlining the skills and experience you bring to the role and how you think the RPS will benefit. You will be required to provide two references and assurances on eligibility together with EDI monitoring information.
4. If required, participate in a formal interview with the RPS Nominations Committee in advance of the nomination phase of the election process.
5. Submit your application and put yourself forward formally to be voted in as a Trustee.
6. You may not get enough votes to be elected, but if you have specific skills and experience that the Board really need then you may be appointed as a Trustee. Whatever your route onto the Board, you'll need to undertake a trustee induction.

What are the responsibilities of the Board of Trustees?

The role of the Board of Trustees is strategic, rather than operational. There is no remit to manage day-to-day activities. Key responsibilities include:

- Setting strategy, create a policy framework for the work of staff and to oversee the charity's finances.
- Being legally responsible for the actions of the charity, delegating the operation of the charity to the management team, who are responsible for managing the charity's affairs on a day-to-day basis.
- Both the Board of Trustees and individual Trustees have responsibilities in law and are accountable for any deficiency in the management and control of the charity. These responsibilities cannot be delegated.
- The Trustees are responsible for ensuring that there are effective procedures and controls in place and that there is an up-to-date risk management system in place.
- In law, Trustees are "collectively and individually responsible for all decisions" by the Board.
- The powers and responsibilities of the Board of Trustees are set out in the RPS Charter and By-laws.

Will I receive any support or training?

A training and induction programme will be provided. There may be ongoing training and development requirements from time to time, which may require an additional time commitment as and when required.

What about conflicts of interest?

All RPS staff, volunteers, and trustees should recognise and disclose any conflict of interest. A trustee should make a clear distinction between the interests of the RPS and their personal, professional, and business interests. This includes avoiding both actual and perceived conflicts of interest.

The RPS aims to ensure that all such conflicts are seen to be appropriately managed or avoided – both financial and non-financial.

There is an opportunity to make a Declaration of Interests on appointment and at each Trustee Board Meeting to protect the integrity of our decision-making process. Conflicts which are not managed effectively may cause severe damage to the reputation of the charity and of the individuals concerned.

Not all conflicts can be predicted at the start of a Board meeting and so all Trustees must be prepared to make a declaration and withdraw from a discussion during the business of the meeting as appropriate.

What specific skills or experience are you looking for?

Trustees play a crucial role in setting and supporting the RPS strategy and the constructive non-executive Board conversation with the Senior Management Team. We have an excellent board of Trustees, but, in addition to the normal expectations of our Board of Trustees, have identified the following specific gaps, which we would like to recruit for as part of the 2024 election cycle:

- Board-level commercial/ financial expertise commensurate with running businesses or organisations of a similar scale.
- Innovation and expertise in fundraising, and
- Insight into new consumer-facing technology and how it can be used to drive engagement.

Beyond this we are always happy to receive application from candidates with experience in the following areas:

- Human Resources
- Law
- Governance and Company Secretarial
- IT
- Strategy
- Curating and Gallery or Museum Management
- Higher and Further Education
- Science, especially Imaging Science
- Charity or Volunteer Sector

Why isn't the Board of Trustees just made up of enthusiast/professional photographers?

Running a charity can be complex, demanding and incredibly challenging. We have identified the core skills our board needs for the RPS to uphold its worldwide reputation as a learned society. We love to talk about photography but unfortunately that must wait until everything else has been dealt with.

There are many opportunities for RPS members to explore their own photographic journey through Groups, Regions, and Chapters together with centrally organised events, exhibitions, and competitions. It is important to differentiate between the RPS from a photographic perspective with the need for an organisation facing the challenges of business transformation and serving the photographic needs of the next generation.

Can I canvass for votes from other RPS members?

Those seeking nomination or appointment must ensure they adhere to the requirements of the RPS Member Code of Conduct and the RPS social media Policy. Canvassing for votes outside of the election process outlined is not permitted.

What is the time commitment expected from a Trustee?

Trustees are elected or appointed initially for a 3-year term. The new President will be elected in 2025 from existing Trustees at that time. Trustees are expected to dedicate approximately 150 hours per annum to Trustee activities:

8 Board meetings a year, and potentially 4 Committee meetings a year (as applicable), either at the RPS offices in Bristol or via a video conference online, plus appropriate preparation. occasional attendance at trainings, conferences and awaydays, and consultation and advice.

Will I be paid for my time?

The role of Trustee is voluntary and unremunerated, although reasonable expenses will be reimbursed.

What if I have other questions?

Please contact Alastair Taylor ARPS, the Chair of the Nominations Committee nomchair@rps.org for an informal chat about the role.

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Should the 500-word statement be directed to the Nominations Committee or to the electorate?

The Nominations Committee is looking for evidence in your statement to support the key role requirements set out in the Trustee role description. If you go forward to the next stage, you would have an opportunity to update the statement for the prospectus for the wider electorate. It is worth saying that the statement should be the key mechanism for pitching to the electorate, and that abuse of social media for canvassing votes will not be tolerated.

What if I don't know 10 members to support my nomination?

Do get in touch with Dan Jones (CEO) who can put you in touch with your local region and/or interest group.

What constitutes relevant Board experience?

This is advisable, not mandatory, and is more about the impact that candidates have had in their previous roles. Some current Trustees are on their first trusteeship and have a very important valid contribution to make.

Can I be a Trustee if I live abroad?

Whilst many activities are online, we would encourage you to think through the commitment and time differences and see whether those are compatible with your life abroad. The RPS will not be paying international travel expenses.

What skills in AI or other areas does the Board of Trustees need?

The Board of Trustees needs to be aware of the photography space and pertinent topics and be able to respond quickly. However, what the Board needs to have is knowledge, capabilities and understanding of key topics, such as those outlined in the brief, and be a critical friend to the RPS Executive to provide effective scrutiny. The Board is not required to execute operationally or develop plans. So, for example, in terms of modernisation, the RPS team is transitioning so that members have a modern, technologically-based membership experience. Knowledge and understanding of how such technological platforms are deployed, and some of the risks and issues around introduction and deployment, would be helpful in supporting the CEO in modernising the RPS so it is sustainable and has a real presence in the photography space. The RPS doesn't need photographers on the Board, but people with relevant skills to help steer a charitable organisation, and to help advise and critically consider proposals that come from the Executive to the Board.

What about the role of RPS in copyright?

The RPS is a member of the British Copyright Council and will continue to participate in it.

How is the Board/ Executive relationship dynamic?

As you might expect: effective, very honest and sometimes challenging, given the challenges on the RPS agenda. Board meetings focus on outcomes. The Board has every confidence in the CEO to deliver, and there are robust conversations to support him in that.

Are current financial resources sufficient to enable the RPS to get where it needs to be?

The RPS model is a membership model with very low attrition and hence there are quite predictable core income streams in the medium term. These are sufficient for the execution of current programmes and outreach via the modernisation programme. The RPS does need to modernise, become more efficient and leverage existing technology effectively, and also, in due course, diversify by, for example, expanding our charitable aims.

Is the Society moving more towards a professional market?

The RPS is looking to attract new emerging generations of photographers and cater for the diverse photographic audiences, including providing support and structure for those who wish to make photography their career.

Is the RPS thinking of exploring emerging technologies such as Artificial Intelligence (AI)?

The RPS' main objective is to promote photography for all. It is very clear in our Royal Charter that AI does not yet fit the definition of photography therein. That said, the RPS does have a role in facilitating conversations about topics such as AI, and the last President's Address focused on how photographers respond to AI [ref.]. The RPS has issued interim guidelines on how new technologies should (or not) be leveraged in exhibitions and distinctions and held a conference towards the end of last year on AI and photography. See Artificial Intelligence and the RPS .

What is the RPS planning to do about its archives?

It is not looking to recreate its prior collection, but thought is being given to acquiring (not paying for) significant historic legacy that can be adequately curated by RPS resources and being able to monetise that.

Are the aims of the RPS compatible with an increasing international presence?

Yes – we do have an input to the international sphere of photography. We are however a British charity and need to be mindful of that and ensure that our international activities don't come from our charitable status and the benefits of being a charity in the UK. Our distinctions have a distinct appeal internationally.