

## Minutes of the Extraordinary General Meeting

Held by Zoom videoconference on Friday 29 May 2020 at 11:00 am BST.

Approved by Council on 19 June 2020.

81 members were present. Please see Appendix 1 for a list of attendees and apologies.

4 members of staff were in attendance: Mike Taylor, Matt Steele, Dr Michael Pritchard FRPS, Nikki McCoy.

The Chair was RPS President Dr Alan Hodgson ASIS HonFRPS.

### 1. Notice of meeting

The meeting commenced at 11.05 am. It was stated that the issue of quorum would be covered under "Validity of the meeting".

Entry to the meeting was closed to latecomers. Attendees who dropped out during the meeting due to technical difficulties were readmitted where possible.

### 2. Introduction

The Chair welcomed those in attendance and provided a background to the purpose of the meeting and the circumstances of the Coronavirus pandemic, which necessitated the meeting being held by videoconference. It was noted that this method had advantages of inclusivity and diversity of thought as we could accommodate both overseas members and those for whom travel would be an issue irrespective of pandemic restrictions.

The Chair presented the reasons for this vacancy, the timing and the choice of process. The meeting was opened for discussion. No issues were raised.

The Chair then covered the voting arrangements, the issue of quorum and the way in which items 3 and 4 would be dealt with. The meeting was opened for discussion. No issues were raised.

The Chair confirmed that voting on any motions in the EGM would only be by a show of hands of those present online.

### 3. Validity of the meeting

Due to the unusual nature of the meeting, the Chair asked that attendees vote to agree the meeting was a valid means of conducting an EGM.

Members were shown the results of an online survey of members conducted between 19 May 2020 and 26 May 2020 in which Members were asked, "Do you accept the meeting should be recorded as an adequate decision-making process in place of a typical EGM?" The results of the survey were as follows:

- Yes: 434
- No: 8
- Abstain: 2



- No answer: 1
- Total: 445

The meeting was opened for debate. Roy Robertson HonFRPS asked if people who have put in a proxy vote have a vote here as well. The Chair clarified that the difference between a poll and a show of hands and emphasised that if the votes of the prior survey were included, then there would be no value to the votes of this meeting. The intention of only taking votes of the meeting into account was to allow an open discussion to inform any decisions taken.

Rosemary Wilman HonFRPS asked for clarification as to whether the meeting was being recorded. Then Chair confirmed that the only record of the meeting would be the written minutes.

The Chair asked for a proposer and seconder to the motion, “this meeting accepts the meeting should be recorded as an adequate decision-making process in place of a typical” and the motion was duly proposed and seconded.

An online vote was taken, and the results were displayed for those present. The results were as follows:

- For: 73
- Against: 0
- Abstain: 1

The Chair checked with a delegate that the results were indeed visible on screen and then declared that the meeting would stand as a valid EGM.

#### **4. Appointment of Simon Hill FRPS as President Elect**

Members were shown the results of an online survey of members conducted between 19 May 2020 and 26 May 2020 in which Members were asked, “Do you approve Council's proposal to appoint Simon Hill FRPS as President Elect after the meeting, and for him to take up the position of President after the AGM in 2021?” The results of the survey were as follows:

- Yes: 412
- No: 13
- Abstain: 18
- No answer: 2
- Total: 445

The meeting was opened for debate. Robert Albright HonFRPS spoke in support of the proposal, stating that in his experience, there was a need for good succession planning and that he had been a strong advocate for the role of President Elect which was created during his term as a President.

The Chair asked for a proposer and seconder to the motion, “that the meeting should support Council's proposal to appoint Simon Hill FRPS as President Elect and take of the position of President after the AGM in 2021“, and the motion was duly proposed and seconded.



An online vote was taken, and the results were displayed for those present. The results were as follows:

- For: 72
- Against: 1
- Abstain: 2

The Chair confirmed that Council would appoint Simon Hill FRPS as President Elect after the meeting and record this in the minutes of the next Council meeting, to be held on 19 June 2020.

## **5. Any other business**

Richard Bradford asked that Council review the online meeting approach versus a physical meeting.

Douglas May FRPS congratulated Simon on his appointment. He stressed that the post of President Elect was a retrograde step relative to that of Vice President, and that in his view a President should be elected immediately prior to taking up the position. He stated that he chaired the governance committee for the Society a few years previously and it wasn't raised. It was brought in after submission of their report.

David Hicks asked if Council would bring forward a proposal to ensure the circumstances of the need to hold an EGM for these reasons would not happen again.

The Chair reiterated that Council were focused upon working within the existing ByLaws and Rules and that an impending governance review would look at these matters.

David Hicks asked if this would mean resolutions would be brought to the next AGM. The Chair stated that due to time constraints this may not be possible and an alternative would be to hold an EGM.

John Miskelly ARPS (Hon Treasurer): Congratulated Simon. He stated that having chaired governance boards in previous roles, it was necessary to respect the rules and by-laws. He felt it was questionable that the output of a governance review would be ready for the next AGM. In his experience, it is very common to have a President-in-waiting, learning the role and process, and that he felt it was a useful position.

Karen Knorr voiced her support for Douglas May's comment and these things need to change more rapidly and the President Elect role seems archaic.

## **6. Statement by Simon Hill FRPS**

The Chair invited Simon Hill to speak. The text of this statement is recorded in Appendix 2.

## **7. Close**

The chair closed the meeting at 1220 and an informal discussion followed.



## Appendix 1: Attendees and apologies

### Apologies

Sanjoy Bhattacharya; John Brown LRPS; Rod Calbrade; Jean Devasagayam; Nancy Laurie ARPS; David Pelling; Leigh Preston FRPS; Roger Reynolds HonFRPS; Naomi Saul; Jonathan Vaines.

### Attendees

The following joined the start of the meeting. It is not possible to record any individuals who may have left early.

Mr Robert Albright HonFRPS	Mr Stewart Dodd LRPS	Mr Ken Holland ARPS
Mr Roy Appleby LRPS	Mrs Sarah J Dow ARPS	Mr Keith Houghton LRPS
Mr Jeffery Bartlett ARPS	Ms Jocelyn Edwards LRPS	Mrs Catherine Jones ARPS
Ms Sarah Beard LRPS	Mr Simon Elsy LRPS	Mr Rhys Jones ARPS
Mr Eric Begbie LRPS	Mr Peter Ergis LRPS	Prof Karen Knorr HonFRPS
Mr Sagar Bhalekar	Mr Peter Featherman	Dr John Lethbridge LRPS
Mr Aysu Bilgic LRPS	Mr Andy Finney	Mr John Long ARPS
Mr Stephen Black	Mr Stewart Forbes	Ms Deborah Loth LRPS
Mr Alan Bousfield ARPS	Mr Maurice Ford LRPS	Ms Susilawati Luard ARPS
Mr Richard Bradford ARPS	Mr Peter Fortune	Mr Donald MacKenzie
Dr Bill Brooks LRPS	Mr Andy Golding FRPS	Mr John Margetts ARPS
Mr Richard Brooks LRPS	Ms Pat Goodall LRPS	Mr Douglas James May FRPS
Mr Philip Brown LRPS	Mr David Richard Green LRPS	Mr Andrew Mills LRPS
Mrs Susan Brown FRPS	Ms Janet Haines ARPS	Mr John Miskelly ARPS
Mr Nick Browne ARPS	Mr Peter Hayes FRPS	Dr Sarah Newton ARPS
Dr Alan Cameron LRPS	Ms Elaine Herbert ARPS	Mr Daan Olivier FRPS
Mr Kevin Clough	Mr David Hicks	Dr Ozgun Ozer
Mr John Curgenvan LRPS	Mrs Judith Hicks LRPS	Mr Chris Palmer FRPS
Mrs Bridget Davies LRPS	Miss Patricia Hilbert	Ms Janice Payne ARPS
Mr Evan Dawson	Mr Simon Hill FRPS	Dr Mark Phillips ARPS
Mr D Dewar LRPS	Dr Alan Hodgson HonFRPS	Mr Steve Poole
Mr Chris Dixon ARPS	Mr Barry Hoffman ARPS	Mr Chris Renk



Mr Huw Richards ARPS	Dr Donald Stewart FRPS	Mrs Rosemary Wilman HonFRPS
Mr Roy Robertson HonFRPS	Mr Colin Strong ARPS	Mr Horst Witthueser LRPS
Dr Max Robinson FRPS	Mr Roger Styles	Mr Quentin Young LRP
Mr Michael Rooke LRPS	Mr Bob Tapper FRPS	
Mr Richard Sheldrake	Mr Neill Taylor LRPS	
Mr David Snelling LRPS	Mr Peter James Tulloch ARPS	

## Appendix 2: Statement by Simon Hill FRPS

I am delighted and honoured that the membership has now approved Council's Proposal to appoint me as President Elect of the Royal Photographic Society and, from September 2021, as President. I'd like to thank Alan and Mike for their work in making this process open and transparent, and I'd like to thank the Members for their support and for their confidence in approving Council's Proposal.

It is exactly a year ago that I wrote my Personal Statement as a candidate to become a Trustee of the Society. If someone in May 2019 had told me that a year later I would be writing a Statement as President Elect, I would have said they were being very extravagant in their expectations of me.

Well, here we are, one year on, and I am indeed making a Statement as President Elect of the RPS; a Society that I joined as a schoolboy more than 40 years ago!

When, in September of last year, I was elected a Trustee, I didn't really know what to expect but I was determined to throw myself into the role with as much energy and enthusiasm as I could possibly give. I think it's fair to say that it was a bit of a rocky start; the fall out from the 2019 Election and the resignation of our President slowed down our initial progress. So, it is testament to the integrity and professionalism of the present Council, under Alan's presidency, that we are moving on.

Being a Trustee of the RPS is hard work; it's a bit like taking on another full time job, but we are a team. In the eight months since the 2019 Election and the formation of the present Council, we have together made some great strides forward and I feel privileged to have been a member of the team of Trustees that have achieved this. In those eight months:

- we have dealt with an unexpected change of President and, later, the unfortunate loss of another elected Trustee;
- we have worked with the Special Interest Groups and the Regions to encourage the process of developing individual and over-arching strategies for their future development and mutual cooperation;
- we have worked with our former President, Del Barrett, and her colleagues to facilitate the transfer of the "RPS Hundred Heroines" initiative to a new operational vehicle, that we hope



will secure its long term future and I was pleased to have been a founding director of this new vehicle, Hundred Heroines Ltd;

- we have taken decisions to deal with problems in our financial situation and in doing so we have benefitted greatly from the insight and advice of our Treasurer, John Miskelly;
- we have redefined the role of the Representatives Committee (RepCom), which we now intend to build upon with the more active participation of our international members;
- we are concluding an exploration of how we might improve our communication with Members, through our printed, electronic and our social media streams;
- we have interviewed for a Chief Executive Officer who will take up the post at the end of July;
- and, most recently, in a process overseen by Janet Haines, Council will shortly confirm the appointment of a consultant to undertake a review of our Governance model.

Perhaps most importantly, having contributed to the independent review of the 2019 Election, we are addressing a key learning point with Andy Golding leading on the development of our Diversity Strategy. Through this, we will create an environment for greater diversity within the RPS, both in terms of the demographics of our membership and in the diversity that we bring to our thinking and to our operation as a 'society for all'. I hope the first and very tangible sign of this will be through our appointment of co-opted Trustees to the Council and that these co-optees will be able to help us to make a significant change to the traditional and established demographic and make our Society (with a capital 'S') more reflective of wider society (with a small 's'). That can only be a good thing.

Our Governance model, our Strategy and the way we value and accommodate diverse views - both within and outwith the RPS - are interdependent. They are vital to the future direction and viability of the RPS and to the value that our Society adds to wider society.

However challenging some of these actions have been, perhaps the most challenging - as for all of us - has been the situation created by the coronavirus pandemic. As I said in my Journal article last month, "such periods of danger and uncertainty can lead to creativity, renewal and a complete reimagining of traditional norms" and this has been so very evident in how the RPS has dealt with the crisis.

If there is one achievement of the RPS that has, in recent weeks, impressed me above all else, it is how selflessly the staff and the volunteers of the RPS have risen to the significant and unprecedented challenges created by the coronavirus crisis. Through their collective effort we are now reaching more people than we did before the crisis and we have seen new members join the RPS as a direct consequence of having experienced our outreach initiatives - 25 new members coming from the Distinctions Live conversations alone. This is a truly an incredible achievement.

Whether we are members of the RPS as enthusiastic amateur photographers or as critics and commentators of contemporary 'art' photography, or something in between or, perhaps, something completely different, we are fortunate to have a professional and dedicated staff team at RPS House, and a 'small army' of enthusiastic and highly motivated volunteers to ensure that



every member, wherever we are in the world and to whatever extent our life may be in 'lockdown', is able to continue to participate in the wide-ranging activities of the RPS. That is exactly what a Society like ours should be doing. Throughout my year as President Elect, I will continue to support Alan, our fellow elected Trustees, and those who will join us as co-opted Trustees, in our collective role as the RPS Council. From September 2021, during my two years as President, I will work to build upon the achievements of the present Council, and of previous Councils, to ensure that the RPS is a 'Society for All' and that it is robustly fit-for-purpose in this rapidly-changing 21st century.

Finally, I would like to say 'thank you' again to those members who last year supported my nomination as a Trustee and who this year have supported Council's unanimous Proposal for me to become President Elect.

I intend to be an accessible and very visible President Elect and, then, President. As with all the Trustees, I would welcome your views on how we might, together, forge an exciting and relevant future for the Royal Photographic Society.

Thank you.

