

## Introduction

The Trustees have received some initial feedback on the proposed changes to the Society's model of Governance, so many thanks to those who have taken the time to send written comments. Rather than reply directly to everyone, we thought it would be helpful to produce a short Q&A to help members understand the thinking behind the proposals and the benefits we believe they will bring to the RPS.

It's worth a brief reminder of why the Trustees commissioned a Governance Review and the reasons we are proposing a number of important changes.

The whole idea of corporate governance, for a charity such as the RPS, is becoming increasingly complex as the Trustees have a responsibility to ensure the Society is run in a way that is legal, responsible and effective. The legal framework, within which we must operate, includes the Charity Governance Code from the Charity Commission, the Charities Act 2011, the Charities (Protection and Social Investment) Act 2016, the Finance Act 2010, the Companies Act 2006, the Data Protection Act 2018, as well as a lot of subsidiary guidance.

So, while members may like the organisation to be run in a certain way, the Trustees have a legal obligation to ensure the organisation, and everything that we do, complies with the law, even if this may seem (hopefully only on rare occasions) to be not fully aligned to what members may believe their interests to be. It is critically important that members appreciate the difficult balancing act that Trustees have to take here and that we recognise that this wasn't always done properly, fairly and transparently in the past.

Now on to the questions, split into the key categories, for ease of reading, but please note that we use Board and Council interchangeably, to reflect the original terms used in each of the questions.

## Members Committee

**If there is to be a new Members' Committee, does this not duplicate the work of the current Representatives Committee?**

*Answer:* The Representatives' Committee is a Board 'advisory' committee - a 'think tank' - which deals with all parts of the Society, including SIGs, Regions, Distinctions, Education, Finance, Awards, etc. The business of this forum is concerned with integrating the operations of each 'department' to achieve best implementation of the strategic direction of each and the strategic operation of the RPS as a whole. The Members' Committee will be quite different, in that it will not deal with strategic matters but, rather, it will be a forum where interests and concerns of members can be discussed.

**Why should the chair of the Members' Committee need to be selected by the Trustees?**

*Answer:* All chairs of committees are selected or ratified by the Trustees, as they have ultimate legal responsibility for the organisation. However, there is no reason the committee shouldn't choose their chair, and this choice would then be ratified by the Trustees. This applies to all committees.

## Nominations Committee

**Why do we need a Nominations Committee, when the current election process seems to work well?**

*Answer:* It is not the intention of this proposal to reduce the ability of members to elect the majority of their Council or to remove the need for elections. What is being proposed is an additional level of independence and transparency, through the Nominations Committee, when identifying future Trustees. If it is considered that Council are going to need someone with, for example, fund raising experience, the Nominations Committee would review the perceived need, after which they would produce a person/role specification and then invite applications from the membership and, if necessary, from beyond the

membership. Members will be able to propose any candidate they wish, for any role which has been identified by the Nominations Committee. All applicants for the role will be evaluated by the Nominations Committee, through a formalised and pre-agreed process, after which they would make a recommendation as to which candidate(s) they believe is/are best suited to the role(s). This process will enable Members, when they vote, to better understand which individuals are the best match for the specific needs of the Board.

### **May Members stand in elections without the support of the Nominations Committee?**

*Answer:* Yes, Members can still nominate someone for Council without the support of the Nominations Committee. However, we hope that the independence and transparency of the Nominations Committee will encourage Members to recognise that candidates recommended by the Nominations Committee are likely to be the best option to provide the skills and experience required by Council.

### **There is no mention that the Chair of the Nominations Committee must be a Member. Is this a requirement for this and all other committee chairs?**

*Answer:* Yes, the chair needs to be a Member of the RPS. The only members of the Nominations Committee that 'may' not be RPS members are, one Board-appointed member and one Member-appointed member.

## **Board of Trustees**

### **Why do we need co-opted Trustees?**

*Answer:* While we have had this option in our By-Laws in the past, it hasn't always been used as well as it could have been. Under the new By Laws, we will normally only have elected and appointed Trustees. Co-option is going to be much less common, and really only used for a situation such as the resignation of a Trustee mid-term. At the next AGM, any existing co-opted Trustee could either stand as an elected or an appointed Trustee, with this process being managed through the Nominations Committee.

### **Why are co-opted Trustees made full Council members and given a vote?**

*Answer:* When someone is co-opted onto Council, they are not simply an 'adviser' or 'consultant' but are a Trustee and therefore assume precisely the same legal responsibilities as any elected or appointed Trustee. It would be totally inappropriate to have someone take on the onerous legal responsibilities of a Trustee (outlined at the start of this document) without them being a member of Council and without them having a vote.

### **It seems that co-opted Trustees have not actually been appointed until the second year of a Council's term. Does this mean the need for co-opted members is exaggerated?**

*Answer:* In the past, with a new Council being potentially elected every 2 years, it took the new Council members some time to identify the skills gap and then find and approach candidates to fill those gaps and appoint them on to Council. This was, and still is, far from an ideal situation. With the various proposals around a Nominations Committee, along with a 'staggered' approach to recruiting Trustees (annual elections when required), this is much less likely to be an issue going forward.

### **Why do we need as many as 12 Council members?**

The Election Investigation report, produced by Michael King, recommended a Council of 12 Trustees, this being considered to be the ideal number for an organisation like the RPS. At present we have only six Trustees (five elected and one co-opted) and have held off co-opting any others until we complete the current Strategy Review, which will highlight very clearly any other skills which will be required. However, this has meant a very significant time commitment from the current Trustees, which is simply unsustainable. All Trustees have agreed to accept this in the short term but have also stated that they

cannot carry on at this level of time commitment. We confident that RPS Members recognise that as volunteers, Council members need to be able to (a) spread the necessary workload of being a Trustee and (b) ensure the necessary range and depth of skills are available on Council, hence 12 seems a sensible balance of numbers.

### **Should all Council members be elected by Members?**

*Answer:* It is not the intention of this proposal to reduce the ability of Members to elect the majority of Trustees. However, it has been the case that, in the past, some of those Members who have stood for election as a Trustee have been successful as a consequence of their popularity with the members, rather than because of the skills and experience they possess. While this has produced some excellent Trustees, there have also been occasions where this has resulted in a wholly inappropriate balance of skills on Council and significant gaps in the skills and experience required for the RPS to be properly governed. By having the ability to identify those with specific relevant skills and appoint them as a Trustee (as we do currently), this ensures that the very best people are empowered to take the organisation forward.

### **There is no mention of 10 supporters being required on the election document, which I believe helps some members engage in the voting process. Is it intended to continue this?**

*Answer:* We still have to decide on this level of detail, as this is something that doesn't need to be included in the new By-Laws (it will be included in our Rules). However, we definitely want to encourage members to engage in the nomination and election process and believe that online 'Zoom' style meetings are more likely to do this.

### **Do appointed Trustees need to be RPS Members?**

*Answer:* Yes. All Trustees must be RPS Members.

### **Why would the Treasurer be appointed and not elected?**

*Answer:* The Treasurer is a specialised role and must be a qualified accountant, ideally with previous board experience in the charity sector. As such, it may well be that a Member has the required qualifications, skills and experience, and is willing to take on the role, but this is far from guaranteed. Being able to specifically target someone with the right skillset is essential, hence the need for this role to be appointed.

### **If specific expertise or skills are missing from the Board, can these not be obtained from independent, external experts?**

*Answer:* The RPS has, on many occasions, obtained advice from independent experts. However, this comes at what is often a significant financial cost. Consultancy is never cheap! It is always going to be more cost effective to aim to have the necessary skills on the Board as a Trustee; and, in most circumstances, Trustees are more likely to have the knowledge and experience of the workings of the RPS. There will of course be some occasions where we need external expertise, but we want to minimise this as much as possible.

## **President and Chair**

### **Is it not the case that the position of President is going to be reduced that of a 'titular office' with no administrative power or responsibility?**

*Answer:* It's not a case of 'reducing' a role but of separating two roles; that of President of the Society and that of Chair of the Board of Trustees (Council). In the current charity environment, the role of President is (or should be) totally different to that of the Chair of the Board of Trustees. One is a public-facing role, the President, and the other is concerned with chairing the Board. Such different roles require different skill sets. While it is not impossible to find someone, who has the necessary level of skill and experience to effectively undertake for both roles, it is more the exception that the rule. It is important to note that the

proposal to separate the roles is no criticism of the past, current or elect Presidents, but is an acceptance of the changing face of charity governance and, to a great degree, the need to position the organisation to take maximum advantage of an evolving and extremely competitive fund-raising environment.

### **Who is the ‘boss’ – President or Chair**

*Answer:* It’s not a simple case of one or the other being the ‘boss’; these are two very distinct and very different roles.

The **Chair of Trustees** is tasked with providing leadership to the Board and to ensuring that it, and any sub committees created by the Board, work effectively towards achieving the common goal of ensuring the long-term future of the organisation. They also provide a link between the Board of Trustees and the staff through a close liaison with the Chief Executive. It is imperative that the Chair of Trustees has a robust commercial and management background and is able to lead and inspire the Board.

The **President**, who is also going to be one of our Trustees, is most likely to be the sort of person who lends their support to a charity, by taking on a high-profile figurehead role. To avoid any confusion, the role of a President (as with that of Patron) and the limits to their authority will be clearly set out in writing.

It is perhaps useful here to differentiate between the role of Patron and that of President. As a ‘Royal’ Society we are privileged to enjoy the patronage of a member of the Royal household. It was HM The Queen until, in 2019, the role was given to HRH The Duchess of Cambridge; both of whom are very keen photographers. While having a Royal Patron is an honour that we do not wish to compromise in any way, we feel that a publicly high-profile person who is present and active in the field of photography will be able to leverage significant media exposure, gain greater public awareness and provide access to additional sources of grant funding. Having a Royal Patron and a high-profile President will allow us to maximise our potential for growth and enjoy much greater public presence and relevance.

### **What if a conflict of direction develops between the Trustees and President?**

*Answer:* The Trustees have the legal responsibility for the charity, as discussed above. As the President would also be a Trustee, they would also share in that corporate and shared responsibility. In terms of strategic direction, this would be set by Council as a whole and not any one individual and it will be the Chair’s role to steer the Board towards consensus and a final decision.

### **We had a motion back in 2017, where it was proposed that the President role was replaced by a figurehead role. This motion was defeated. Is this not the same issue being brought forward again?**

*Answer:* It is our understanding that the reason behind the ‘figurehead President’ proposal was not perceived by the Members as being altogether altruistic and that the argument for the proposal did not have at heart the best interests of the Society. Our proposal is for a high-profile President who is also a Trustee; this is quite different from the earlier proposal. We believe there are good reasons to have two separate roles and this is also the guidance from organisations that promote good practice at charity board level (for example, the National Council for Voluntary Organisations and the Chartered Governance Institute).

### **Why is the position of Vice-President not included while that of President Elect is discontinued?**

*Answer:* During the consultation element of the Governance Review, it was very clear that many consultees did not like the system for appointing a President Elect. Not least due to the problems that occurred in the nominations for the office of President Elect in both the 2017 and 2019 Council Elections. To simply change the title to Vice President would effectively mean retaining this controversial position, so it was decided that from 2021, we would neither have a President Elect nor a Vice President. The process for identifying and recruiting a President, who will serve for a term of two years, will be a responsibility of the Nominations Committee.

**Who will want to be Chair of Trustees and not have the enjoyment of representing the Society at both Society and external events? Certainly I, and I suspect other recent Presidents, would say no.**

*Answer:* The role of Chair of the Trustees is one which many would value and actively seek to fulfil, as this role would suit their specific skillset and allow them to have the enjoyment of achieving success in leading the Board of Trustees of a learned 'Royal' Society. In effect, this question asks why would anyone want to be an 'ordinary' Trustee, never mind Chair, if they are not likely to be a future President? Different people stand for specific roles for a wide range of reasons, not just for the recognition of the members or the public.

**Why not consider the introduction of an Ambassadorial role or roles? Could the President then continue to be the figurehead and attend some external events, while the Ambassador's skills could be used in a wider way to promote the Society?**

*Answer:* We believe that this would just cause confusion. We see our Patron as a critically important role which, together with that of President, would focus on being the public face of the RPS and promoting the RPS to a wider and more diverse audience. Clearly a Royal Patron only has a certain amount of time to give to any of their extensive patronages. By identifying a President who is known by the public, this is likely to increase the public profile of the RPS.

**Are high profile candidates for President likely to want to stand in an election, not to mention having the time for the role?**

*Answer:* As it currently stands, the majority of the current Trustees are working either full or part time, yet they are prepared to give their time to fulfil the role. Experience of high-profile candidates is that, if they believe in the organisation they represent, then they are quite prepared to give generously of their time. Look at how many of our so called 'celebrities' are involved with a range of different charities throughout the country?

The Board of Trustees

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