



# Governance Review Report

for the Trustees of the  
The Royal Photographic Society of Great Britain



By

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## Summary

In September and October of 2020, a review of the governance of the Royal Photographic Society of Great Britain (RPS) was conducted. This report summarises the aims of that review, presents a high-level overview of the research conducted and learning gained, and a comprehensive and granular set of 80 recommendations for improvement of RPS governance.

A draft of this report was presented to Council (which is also the Board of Trustees) of the RPS in early October and to key stakeholders who provided the Trustees with their initial feedback. It is understood that the Trustees will continue to review and consult on the recommendations of this report and will, in due course, decide which recommendations they wish to adopt and present to the Members of the RPS for approval.

The recommendations of this report are based upon research made up of surveys, desk research and conversations with key stakeholders. The research is summarised in three detailed reports presented to the Trustees in late September.

The views given by 30 stakeholders were very diverse and every attempt has been made to reflect the views of all contributors fairly and to be clear where the opinion of the author is distinct from those views. Because of the importance of this, a more detailed summary of learning gained from interviews is presented in [Appendix C](#).

As requested by the scope given, this report gives attention to the question of **diversity** and its role in good governance, particularly in the context of the RPS as a public benefit organisation of approximately 11,000 Members.

In exploring this, the overriding and emerging theme has been one of **trust**: The trust in which the charitable Objects of the RPS are held by its Board and all RPS Members, and the balance of trust between RPS Members and the Board.

Although the recommendations of this report are numerous and detailed, they are all directed toward furthering two aims: **To facilitate the development of a strong and efficient Board, fit for furthering the Objects of the RPS** in today's environment; and to **giving strength to the voice and role of Members in furthering the Objects of the RPS**.

The most significant changes recommended:

- The constitution of a *Members' Committee* to advocate for the role of Members and to oversee and lead the work of volunteer-led groups, with powers to hold the Board to account.
- An increase in the size of the Board with a greater proportion of directly appointed Board members.
- A separation of the roles of President and Chair of Trustees, with the elected Presidential role relieved of governance responsibility and the Chair appointed by the Board of Trustees.
- A Nominations & Governance Committee appointed in balance by the Board and Members' Committee with responsibilities and powers clearly enshrined in the By-Laws.
- Adjustments to the requirements for EGMs and Members' resolutions to more easily enable the Members of the RPS to hold the Board to account, and a greater threshold for approval of By-Law changes.



The importance of a clear **strategy, good communication and trust** is further emphasised. Indeed, the last governance review of 2016 stated:

*“If some aspect of the Society is not working successfully it may not be the framework that is at fault but may be the manner in which it is operated”.*

This sentiment was echoed, passionately, by numerous stakeholders during interviews.

Although by design this report focusses mainly upon the written constitution, many other factors contribute to good governance - the skills, behaviour and integrity of all leaders remains, as ever, paramount.

It is hoped that these recommendations will promote such qualities in the leadership of the RPS, whilst enabling Members to intervene and influence more easily when there is a need.



## Background and scope

### Context

Following complaints received in respect to the 2019 Council elections, it was announced by Council at the AGM in September 2019 that an independent investigation would be commissioned into the elections, and that this would feed into a wider governance review.

The elections of 2019 marked a culmination of issues that had arisen in the previous few years and these have inevitably been significant during this governance review.

### Outcome of the Elections Review

A summary of the findings of the Elections Review, as agreed by Council, may be found at <http://bit.ly/rps-elections-review>. A precis of the review's key observations and recommendations may be found in [Appendix A](#) of this document.

The observations and recommendations of the Elections Review are wide ranging and, in many respects, relate to management and communication rather than the constitution of the RPS but, where appropriate, this governance review has taken account of the Elections Review.

### Scope of this governance review

The terms of reference for this governance review as stated in the invitation to tender are included in [Appendix B](#) of this document.

The areas of specific interest outlined in the terms of reference included:

- “current organisational structure from a governance perspective
- “fully understand the RPS strategy, educational charity requirements, membership relationship and stakeholder inputs and how these relate the governance of the organisation
- “areas of weaknesses in the current RPS governance, also considering industry best practice
- “the need to structure the Board of Trustees on a skills-based process
- “size and structure of the Board of Trustees and Council
- “rules to guide us if and when elected Trustees retire early during their term of office
- “diversity in its many forms: thought, people, place, gender, traditions, religion, lifestyle, photographic diversity”

Following the conclusion of the tender process, the following outputs were agreed:

### Research

1. A report on a self-evaluation by current Trustees against the Charity Governance Code.
2. A report on the learning gained from interviews conducted with stakeholders.
3. A report on a critical analysis of two comparator organisations: The Royal Society of Chemistry (RSC) and the Royal Society of Arts (RSA).

### Recommendations



4. A report and recommendations (this document) for the Board of Trustees based upon the above items 1-3 and any other appropriate insight and information available.

## Implementation

5. Revised By-Laws and supporting documentation based upon agreement of the recommendations in item 4, above.

## This report

This report summarises, at a high level, the learning gained in the course of the research processes above. The detail of this learning is contained in three separate reports submitted to the subcommittee of Council overseeing the project:

- Charity Governance Code survey report
- Interviews summary report (précised in [Appendix C](#))
- Comparator review report

The focus of this report is to provide recommendations for improvements to RPS governance based upon the research conducted and summarised in items 1-3 above.

It is important to note that the field of reference has been wider than the specific items described above. This has included reference to the governance review conducted by the RPS in 2016, and general reference to charity regulations, guidance, and other published works.

Furthermore, although two comparator organisations were reviewed in detail, the governing documents of another nine organisations were also reviewed, and they have also been used to inform recommendations.

## What happens next?

This document is submitted to the Board of the RPS for their review and consideration. Agreed recommendations will then be adopted in producing model By-Laws and supporting documentation, due to be completed by 31 October 2020.

A further process of communication will then need to follow before placing appropriate resolutions before the Members of the RPS for approval at a General Meeting.

### A note on language

The controlling body of the RPS is the “Council”, whose members are also the “Board of Trustees” in charity law. Comparator organisations use “Council” and/or “Board of Trustees” depending on the organisation in question. Eg: The Royal Society of Chemistry uses “Council” in its Charter and “Board of Trustees” in its By-Laws.

In this document, the term “Council” is used where this is commonly used to describe the existing controlling body of the RPS. Similarly, where “Board of Trustees” clearly intended, this is used.

Where there is any ambiguity, or both are meant, then, “the Board” is used, which will always mean the body with responsibility for delivering the Objects of the organisation, whether Council or Board of Trustees.







## Fundamental principles

Before discussion of learning and recommendations there are a number of fundamental principles which it may be helpful to set out.

### 1. How the constitution is constructed

The Royal Photographic Society of Great Britain (“RPS”) is a learned society governed under its Royal Charter dated 27 July 2004 and registered as a charity with the Charity Commission.

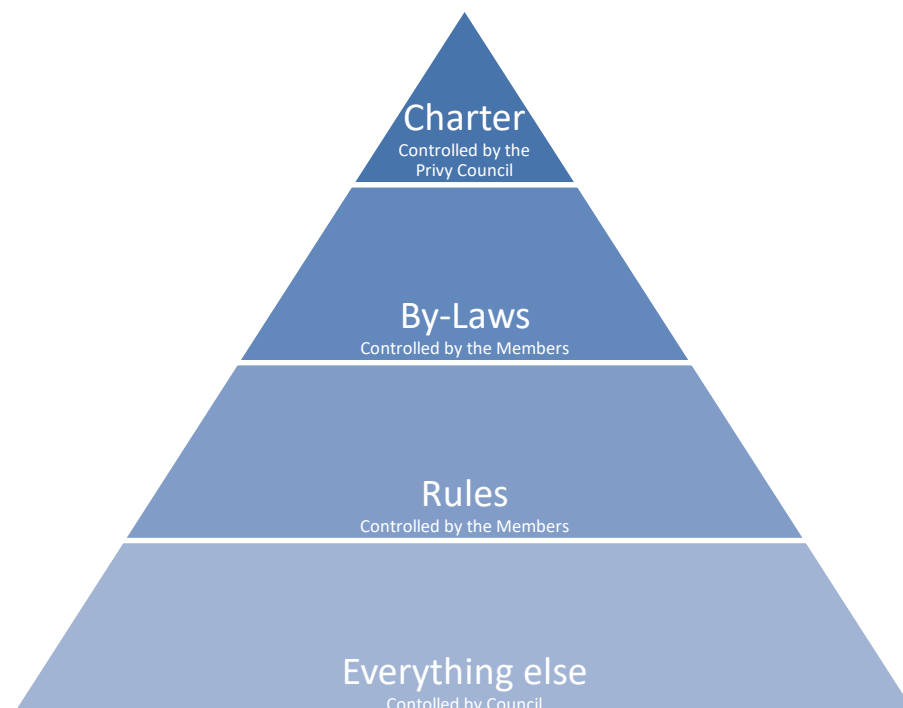
The Charter sets out the “Objects” of the RPS and it is these that determine its overriding purpose. Furthermore, the Charter determines that the RPS has Members and a “Council” to manage the RPS. The Charter also sets out, at a high level, how the Members may exercise control of the RPS.

Thus, the **Charter sets out the expectations of the Crown for how the business of the RPS may be conducted**. Anything outside the Charter is subordinate to the Charter and must not contravene the Charter. **The Charter cannot be changed by the Members of the RPS without the agreement of the Privy Council**, which represents the Crown.

The Charter determines that the Members may agree further structures, rules, powers, responsibilities, and boundaries providing nothing contradicts the Charter. These are described as the By-Laws and Rules.

The By-Laws and Rules set out the agreement between Members as to how the organisation may be run. These documents determine the powers of the Council. The By-Laws and Rules cannot be changed without agreement of the Members (by a majority of those voting).

As such the ByLaws and Rules are the primary means by which the Members of the RPS give powers to the Council and determine the boundaries of these powers.





The By-Laws are subordinate to the Charter, and the Rules are subordinate to the By-Laws.

Any other policies, processes, decisions and documents are subordinate to the By-Laws and Rules and within the power of Council to determine, providing they do not contravene the Charter, By-Laws or Rules. Of course, the Charter, By-Laws and Rules also set out the ways by which the Members may hold the Council to account.

**The primary focus of this governance review has been to consider how the By-Laws and Rules may be changed in order to improve the governance of the RPS.**

**Important note:** The RPS is unusual in having two separate documents within the control of Members, namely the By-Laws and Rules. Throughout this project, no similar example has been found. Legal advice confirms that this is very unusual. Typically, everything that needs to be placed under the control of Members is held within the By-Laws, which in turn give powers to Council to determine other rules, regulations, standing orders etc as the case may be.

## 2. The RPS is a charity

The RPS is a charity, with public benefit Objects set out in the Charter. The RPS Council members are also Trustees under charity law. As such, Council is responsible in law for placing the charitable Objects of the RPS at the forefront of its decisions. This is often described as having a “fiduciary duty” to the Objects of the charity. In other words, a duty of trust to always act in the support of the charitable Objects. The Charities Act of 2011 is the most recent key piece of legislation in this respect and included further clarification of the definition of “public benefit”.

**The Members of the RPS also carry this responsibility.** A particular example of case law has been running for a number of recent years and was in fact referenced by the lawyer in his Elections review. Since then, the Supreme Court has issued further determinations in this respect (July, 2020), and confirmed that members of charitable companies (ie the individual Members of the RPS) have a fiduciary duty to the charity’s Objects.

This does not make the Objects primary to the exclusion of all other matters. It simply means that where there is conflict, they take precedence.

It is worth drawing out two specific elements of what it means for the RPS to be a charity:

- The RPS exists to promote its public benefit purpose, articulated in its Objects.
- The RPS must conduct itself as a charity.

## 3. The RPS is a learned society and Members matter

The importance of Members is clear in the Charter and in the By-Laws. The Charter empowers the Members, and the Members empower the Council. Notwithstanding this, the membership of the RPS represents a huge resource of knowledge, expertise and passion.

Members are also beneficiaries of the RPS who’s learning and understanding of photography is enhanced through their association with the RPS. However, as a learned society, the Members make a contribution to the furtherance of the RPS’s Objects through their contribution of expertise, subscriptions, and in a great many cases, voluntary work.



The RPS would not be the RPS without its Members.

As such, it is extremely important that Members are engaged in the work of the RPS and understand its purpose as far as possible. It is essential that Members are enfranchised and not disenfranchised, and that their value is recognised. It is very important that they understand the Objects of the RPS and their role and responsibilities in support of those Objects, as well as appreciate what they have learned by being a part of the RPS.

This is no easy task. It is not simply an exercise in “telling” Members what the Objects are nor even detailing how the work of the RPS should be carried out.

It requires listening to and respecting the expertise and views of Members, recognising the valuable contributions Members make, guiding their contributions, making individuals feel valued, and ensuring Members feel the personal value of being a part of the RPS.

### “Charity or Members” – which comes first?

The question above will be recognised by many and has been repeated and debated a great deal both before and during this review. But it is a misleading question.

It is not reasonable to suggest the charitable Objects and the membership of the RPS are mutually exclusive or even independent of one another.

The RPS is a society of Members that exists to promote the public education and appreciation of photography. The Objects cannot be achieved without the Members, who contribute in a variety of ways. Members also derive benefit from their membership.

Whilst the charity law principle is that **such benefit should not be more than incidental to advancing the Objects** (meaning that the benefit is a necessary result or by-product, having regard to both nature and amount of benefit), within that limit **there is no reason why Council can't seek to maximise the rewards of membership if this does not prevent Council from maximising the Objects of the charity**. In fact, it makes sense to value and promote the interests of Members if this helps to achieve the Objects of the society.

### Comments from the Elections Review

This matter was also covered by the Elections Review, A section of text is presented below:

#### 6. THE CHARITABLE PURPOSE OF THE RPS

6.1 Several interviewees and correspondents have raised with me a debate, which I suspect is long-running, that the Society is a members' organisation which members have been encouraged to join on the basis of the benefits they receive, whereas the RPS's charitable Objects are to educate members of the public by increasing their knowledge and understanding of Photography and in doing so to promote the highest standards of achievement in Photography in order to encourage public appreciation of Photography.

6.2 As a former charity lawyer, I well understand the counter arguments prevailing:

- On the one hand, the RPS exists as a charity to benefit the public rather than to provide direct services to its 11,000 members.



- On the other hand, the RPS would not exist without the members being engaged, largely in a voluntary capacity, in promoting the highest standards of achievement in photography in order to encourage public appreciation of photography.

6.3 It is a conundrum, but the Society's members who help, through their subscriptions and other voluntary support, deserve a reiteration of the Society's charitable purpose. What is clear is that the Society is not, in the phrase that several correspondents have used, "an international camera club". There is nothing wrong with the concept of a camera club but the RPS is not one; it is a learned society designed, as its charitable Objects make clear, to encourage public appreciation of photography.

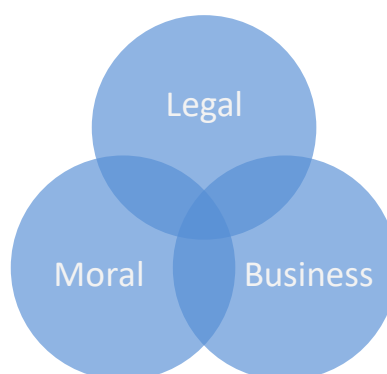
6.4 Some interviewees have suggested to me that the RPS only became a charity in 2004 when the Society obtained its Royal Charter. That is not true: the Society has always been a charity but the Charity Commission insisted that its Objects set out in the new Charter should be restated to underline public benefit by educating the public in photography and in consequence promoting the highest standards of achievement in photography in order to encourage public appreciation of photography.

## Diversity

"Diversity" has been a topic of debate in recent years and during interviews as a part of this review. It can be a very emotive issue and has been so within the RPS.

This section does not set out to summarise those debates or views but, instead, presents a model which may be useful in better understanding the issues surrounding diversity.

Malik, Barnard, and Kar (2013) describe 3 drivers for managing diversity: Legal, moral, and business. These drivers are not completely separate or distinct and do of course merge and overlap. However, this is a useful model and satisfying these drivers is, arguably, a duty of governance.



The legal case is simple and does not require a great deal of discussion: Legislation exists to protect people and promote equality on the basis of specifically defined *protected characteristics*. Of course, the RPS must work within the law in this respect.

The moral case concerns what is ethically and morally right for an organisation to do to increase opportunity and value diversity.

The business case concerns the performance impact of diversity.



Increasingly, society is recognising the moral case for diversity. Even more so, in the charity sector, the bar of expectation continues to rise, and even in recent months charities very close to the RPS have suffered significant reputational damage for a failure to represent diversity proactively and satisfactorily. This reputational damage is costly and limits the ability of an organisation to continue its activities.

It is widely understood that charities need to reflect their beneficiaries – the public – in both their actions and their leadership. We might term this ***diversity of representation*** and it is important that the RPS challenges itself to do everything in its power to promote diversity of representation. It is also widely recognised within the sector that representation begins at the highest levels in an organisation – its leadership.

Neither the legal nor the moral case should be underestimated as critical to avoiding risk and maximising reputation. While it may be argued that the moral case is a more important or relevant driver for many not-for-profit organisations, this still does not recognise the full potential of diversity. If one considers this limited set of issues or focusses only on protected or primary characteristics, then **it is even less likely there will be positive impact on organisational performance.**

If organisational performance – the **business case** for diversity – is included as a driver, this can provide for much greater strategic support in tackling diversity.

The business case relies on the belief that ***diversity of thought*** brings greater intellectual challenge and power to decision-making and leadership. To achieve this, it is essential that an organisation invites different voices into its debates and decision making and, again, this needs to start with the leadership of the organisation.

The issues of ***diversity of representation*** and of ***diversity of thought*** came up repeatedly in interviews and have been debated previously. At the very least, on a very rational level, they represent both **risk and opportunity**:

- Very real reputational risk, and the risk of failing to maximise the Objects of the RPS by being truly inclusive of all sections of society.
- The opportunity to maximise the Objects of the RPS by proactively welcoming engagement with all sections of society, and the opportunity to bring maximum insight, skill and rigour to the leadership of the organisation.

## Models of governance

Throughout interviews many definitions for governance were offered and all were valid. They are summarised in some detail in the separate Interviews Report.

Again, to provide some clarity, the following models are offered:

### 1. The 10 basic responsibilities of the Board

Anheier (2014) provides a comprehensive overview of the 10 basic responsibilities of the board of trustees. It is a very broad and demanding remit. Alongside these responsibilities, trustees are expected to act with regard to standards of ethical behaviour and good practice:





### Box 15.1: Ten basic responsibilities of nonprofit boards

- 1** *Determine the organization's mission and purpose.* It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
- 2** *Select the chief executive.* Boards must reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
- 3** *Support and evaluate the chief executive.* The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization.
- 4** *Ensure effective planning.* Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
- 5** *Monitor and strengthen programs and services.* The board's responsibility is to determine which programs are consistent with the organization's mission and monitor their effectiveness.
- 6** *Ensure adequate financial resources.* One of the board's foremost responsibilities is to secure adequate resources for the organization to fulfill its mission.
- 7** *Protect assets and provide proper financial oversight.* The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
- 8** *Build a competent board.* All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.
- 9** *Ensure legal and ethical integrity.* The board is ultimately responsible for adherence to legal standards and ethical norms.
- 10** *Enhance the organization's public standing.* The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

Source: Based on Ingram (2008).

A fundamental challenge for the board of trustees is to exercise control over all these factors whilst minimising involvement in day-to-day operational activity. There are three aspects to this challenge:

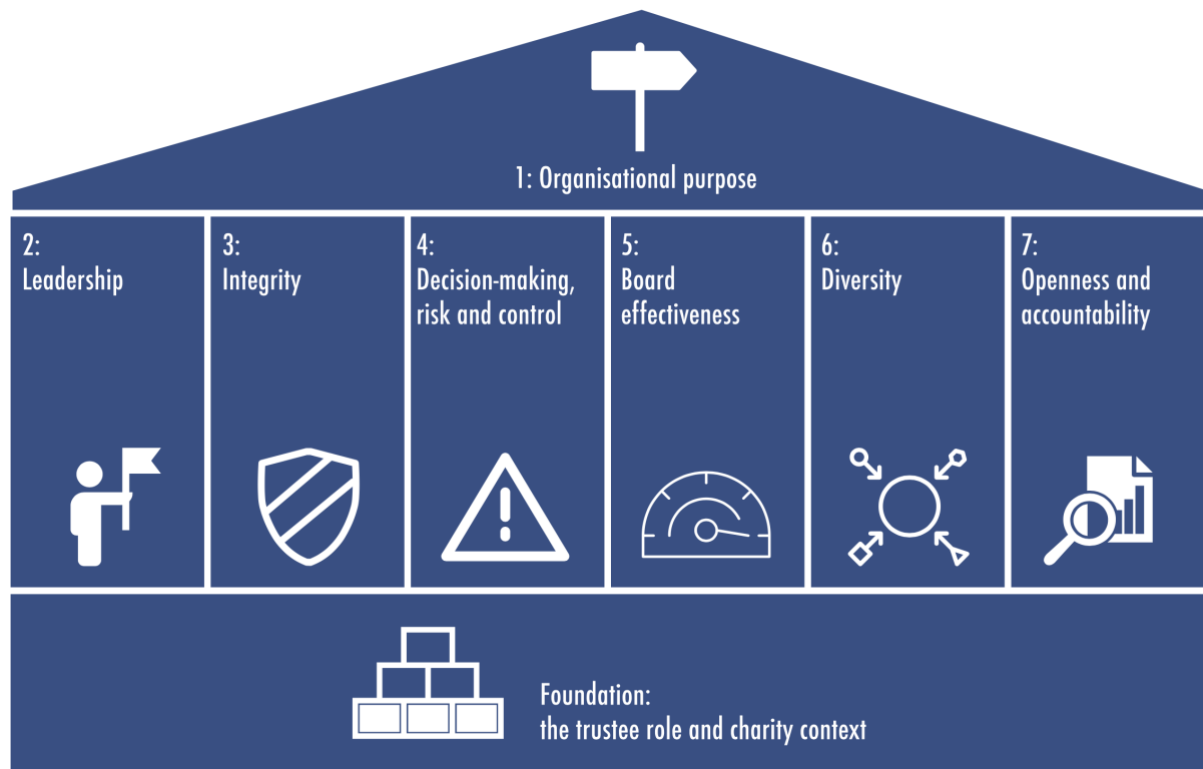
- The need to remain separate from operations and engage in constructive challenge to the executive - a "separation of powers".
- Practical constraints on trustee time.
- The need for the executive to be able to act with autonomy and remain efficient.



## 2. The Charity Governance Code

The Charity Governance Code was created by a collaboration of sector-leading organisations to help charities and their trustees develop high standards of governance. It sets out the principles and recommended practice for good governance and is deliberately aspirational.

The Code's principles and rationale are universal and apply equally to all charities, whatever their size or activities. The greatest value in using the code comes from a board of trustees discussing and agreeing on the main priorities for improvement and how to bring this about.



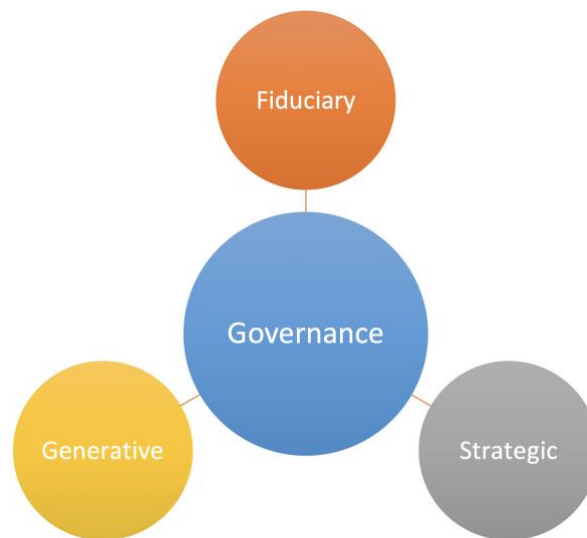
The RSC cites the Charity Governance Code in a section of the website about its most recent governance review:

*“Good governance in charities is fundamental to their success. A charity is best placed to achieve its ambitions and aims if it has effective governance and the right leadership structures. Skilled and capable trustees will help a charity attract resources and put them to best use. Good governance enables and supports a charity’s compliance with relevant legislation and regulation. It also promotes attitudes and a culture where everything works towards fulfilling the charity’s vision.”* (Charity Governance Code, 2017)

As part of this project, all six of the current RPS Council members each completed a self-evaluation against the code. The report of this survey is detailed in the separate Survey Report. It provides the Council with a great deal of material to provide focus for specific tasks that will help them fulfil the 10 responsibilities outlined above.

## 3. Generative thinking

Chait, Ryan and Taylor (2005, cited by Shields, 2007) summarise governance in 3 dimensions, illustrated in the figure below:



Whilst fiduciary (protecting the interests and assets of the organisation) and strategic (defining purpose and mapping its achievement) dimensions appear to encapsulate the explicit responsibilities of the governing body, the **generative function** provides for something more.

Chait, Ryan, and Taylor:

“... reframe the concept of governance to include generative governance, the focus of board discussions becomes one of asking hard questions, seeking creative solutions, taking the time to consider alternative positions, and engaging in both retrospective and reflective thinking.” (Shields, 2007)

“Generative governance allows for different environmental, strategic and political realities and encourages boards to focus less on structure, to be more than bystanders, and to avoid ‘governance by default’”. (Shields, 2007)

This concept of the role of the governing body presents a challenge to not-for-profit leaders to ask if there is enough questioning within boards of trustees, enough turnover of personnel, and enough *diversity of thought*.





## High level insights gained through research

### Detailed research reports

Three separate documents provide a detailed overview of learning gained through the research phase of this project, submitted to the Board of Trustees. In this section, learning is reflected at the high level and key themes are explored.

### Charity Governance Code survey

The Charity Governance Code provides a comprehensive set of suggested activities and practices that together contribute to good governance. It is well established in the sector, and indeed was referenced by two individuals during interviews.

The output from the survey has provided the Board with a “shopping list” of tasks and issues to address and these do not strictly fall under the scope of this review. Many charities report annually on their use of the code and this has been recommended.

The high-level results of the survey show that, collectively, the current Board of 6 individuals rate themselves as follows:

#### Areas of relative strength

Based upon an average of scores (from 1-5), the overall **Principles** which scored highest were:

- **Integrity** (Principle 3) with an average of 4.
- **Leadership** (Principle 2) with an average of 3.7.

**Areas of recommended practice** which scored relatively high across all Principles included:

- Leading the charity (Principle 2: Leadership)
- Commitment (Principle 2: Leadership)
- Maintaining the charity's reputation (Principle 3: Integrity)
- Identifying, dealing with and recording conflicts of interest/loyalty (Principle 3: Integrity)
- Member engagement (Principle 7: Openness and accountability)

The above resonated with interviewees' views that the current Board are working hard to improve communication and trust, and where Board members said they feel they were all working with a great deal of genuine commitment to the good of the RPS.

#### Areas of relative weakness

Based upon an average of scores, the overall **Principles** which scored lowest were:

- **Diversity** (Principle 6) with an average of 2.3.
- Decision making, risk and control (Principle 4) with an average of 3.
- Board effectiveness (Principle 3) with an average of 3.

**Areas of recommended practice** which scored relatively low across all Principles included:



- Delegation and control (Principle 4: Decision making, risk and control).
- Working as an effective team (Principle 5: Board effectiveness)
- Encouraging inclusive and accessible participation (Principle 6: Diversity)
- Recruiting diverse trustees (Principle 6: Diversity)
- Monitoring and reporting on diversity (Principle 6: Diversity)

There were also a significant number of areas where opinion was very divided.

These weaknesses resonate with a sense, in interviews, of the need to better establish the purpose and strategy of the organisation, to communicate this, and to have clarity and measures for the activities of the RPS. Concerns about diversity were also passionately expressed in interviews, both in terms the RPS's impact, and of the makeup of the organisation and, in particular, its leadership.

### Interviews and written consultation

Over 13,500 words of notes were taken in interviews, and this aspect of research was augmented by some written submissions and documentation that were also contributed. There was a clear commitment at the outset not to attribute comments to any one individual unless agreed otherwise.

A very wide range of views were expressed, and these are summarised in some detail in the Interviews Report and to a lesser degree in [Appendix C](#).

At the highest level, these were the four overriding themes, and the recommendations in this report seek to address these themes:

#### 1. Improve the process for selecting and appointing the Board

Regardless of whether elected or directly appointed, there was a widely held view that the process of selecting board members was unsatisfactory. There was strong agreement that the elections process has not provided enough information about the requirements of the Board skillset, or the qualities of candidates.

#### 2. Improve the calibre of Board members, their diversity, and their effectiveness

For many reasons, and in particular the increasing external pressures and expectations of charity leadership capability, a desire to recruit more capable Board members was expressed very clearly and strongly. In terms of diversity, there is a desire to achieve greater ***diversity of representation – seen as essential for a public benefit educational/arts organisation***, and ***diversity of thought – seen as essential for the healthy function of the Board***. At the same time, a lot of barriers to achieving this were explored, including the burden of the role, the selection pool, and the process of selection as mentioned above.

Perhaps a subset of this theme was one of delegation. Board members tend to be extremely active at an operational level and this brings a number of pitfalls: It makes the burden of the role very high in terms of time given; undermines the leadership of the Executive; prevents the Board from focussing on strategy and performance; and compromises their important role in “holding others to account”, which is the duty of trust placed in them as Trustees.



These issues can in turn create an unhelpful hierarchy of Board members, with some having greater or undue influence relative to others.

Finally, Board members in interview, and in defining the scope of this review, identified inconsistencies and poor clarity in the governing documents which have made quick and effective decision-making more complex and difficult.

### 3. Reconnect with and remain connected to the Membership

Again, there were several aspects to this. These included better succession planning for future Board members, learning from the Membership, allowing Members to call the leadership to account, and providing clarity of purpose to the Membership.

Many discussions on this topic centred around the subcommittee structure and especially the change, in 2017, from a large Advisory Board to the current Representatives Committee. The essence of this was the loss of a vital and direct link between the Board and the most active and key volunteers.

Of great importance within this theme is the issue of trust. There is general agreement that levels of trust have been at a low ebb within the RPS, including between Council and Members, Council and staff, and even within Council. There is a clear sense that this situation is improving, but it is important to recognise that:

- trust within an organisation is unachievable if it doesn't exist within its leadership team, and a fundamental role of the Chair is to build and maintain trust within the Board
- trust is hard won and easily lost, and dealing with others in a professional, respectful and careful manner is fundamental to its good health.

### Comparator analysis

The detailed analysis of the constitutions of the Royal Society of Arts and the Royal Society of Chemistry, and indeed the less detailed review of another nine organisations, revealed a wide variety of approaches across all areas.

Above all else, this demonstrated that there are many options for how to set out the constitution of an organisation like the RPS, and the way the RPS currently approaches its governance can in all reason be very different.

It is very difficult to encapsulate the wide range of insights gained from the research and to summarise them in a few headings would do a disservice to them. The comparator analysis research report therefore attempts to provide a comprehensive overview.

However, a few key points to note:

In all cases, the **members have control over two documents; the Charter and the By-Laws**. These two documents empower the Board to manage the organisation within the constraints given.

Some organisations have clearly been very active in **regularly reviewing and updating their governing documents**. It might be that this is a better approach than sporadic review and change.



Some organisations have taken steps to **clearly articulate the charitable status of the organisation, and by implication, the role and responsibilities of the Board in this respect.**

It is very interesting to see how different organisations **balance the “independence of the Board” with the “oversight of members”**:

- Where the Board is made more independent in terms of “day-to-day” work and there is less ongoing engagement with member representatives, the By-Laws appear to be much more rigorous in detailing policies and processes that clarify how things will work and how the Board may be held to account *in extremis*.
- Where By-Laws are vaguer in terms of policy and process, there is more ongoing engagement with members’ representative bodies.

The **mix of elected and directly appointed Board members** varies, as does the ability to **appoint non-members to the Board.**

The **roles of President and of Chair of Trustees may be separated, and either may be appointed by the Board.** Where this occurs, one can only assume a view has been taken that the roles are highly differentiated and can only be satisfied by appointing different incumbents to each, and it is notable that examples of this are to be found within organisations with more recently amended constitutions.



## Recommendations

### Identifying recommendations

Recommendations have been presented at a very granular level in order to facilitate detailed discussion and the next stage of the project.

Please note that each recommendation is numbered with its **key headline in bold**.

**Bold red** indicates that this recommendation will be articulated in the By-Laws.

### Principles

The following recommendations are based largely upon principles borne out of learning from the research stages, knowledge of the RPS and its workings, and insight into the wider sectors within which the RPS operates.

These principles may be summarised as follows:

- Improve trust and clarity of purpose between all RPS Board members, volunteers, and Members at large.
- Clarify and make easier the processes by which the Members may hold the Board to account.
- Improve and enshrine better communication between the Board and RPS Members.
- Improve the calibre and diversity of Board membership in respect of diversity of representation and diversity of thought.
- Enshrine clear and improved processes for the assessment of Board skills/experience needs and empower Members to make informed decisions during elections.
- Improve the effectiveness of the role of President and the Role of Chair of the Board.
- Improve the ability for the Board to manage the affairs of the RPS efficiently.
- Clarify boundaries of authority and improve delegation.
- Clarify some inconsistencies and possible errors in the construction of the By-Laws, especially changes made in the past few years.

### General recommendations for “non-constitutional” changes

#### Culture: communication, respect and trust

It is clear that levels of trust have diminished to unsustainable levels in recent years. Although a recent improvement was often acknowledged, questions of trust and culture have been raised many times and throughout the organisation.

One cannot legislate for culture, and the Interviews Report gives examples where individuals have expressed concern about mistrust, a “dictatorial” culture, disrespectful and intimidating language and behaviour, and feelings of insecurity. **This is a challenge to everyone in the RPS and not just the Board.**

Nevertheless, it is essential that the Board lead this and continue what they have started, with improved communication, especially in respect of listening to staff and Members, and ensuring



any communication they make as individuals is in line with the expectations of their fellow Board members and with the Executive.

Several interviewees stated that notwithstanding written changes to governance, **it is the spirit in which governance is carried out that is of greatest importance.**

It is also important that the Board challenge inappropriate behaviour, particularly in terms of “back channelling” and in the tone of written communication, especially where emails are copied to large groups and are critical of individuals, which is unacceptable and would not be tolerated in commercial organisations where all concerned are employees. This is especially important where staff are concerned, for which the Board has a particular duty of care. The Elections Review also made recommendations clearer and regular reinforcement of expected behaviour and good conduct.

The following recommendations may assist in making the culture of the RPS one in which people feel respected and indeed safe:

1. **Develop and publish a set of organisational values** to sit alongside and within the strategy of the RPS. Strategy should build upon and bring the values to life. Values need to be repeated and referred to wherever possible in general communication and in policies, especially HR policies, volunteering policies, and the Member Code of Conduct. Values should be developed in consultation with stakeholders and reviewed periodically.
2. **Develop and publish a safeguarding policy**, with attention to specific risk areas for the RPS. With hundreds of volunteers, and less clear regulatory guidance than for employees, volunteering should be considered a particular risk area.
3. **Review and bring to the fore the Member Code of Conduct** and ensure it takes account of general principles of organisational values, diversity and inclusivity, current best practice, and societal expectations. Include tangible examples, and processes for addressing concerns. Include particular reference to volunteers. Recommendations for subcommittees and By-Laws in relation to this are below.
4. **Implementation of “diversity and inclusion” policy**, known to be in progress, **should be included within strategy** – not as a “separate heading”, but intrinsic to strategic themes and activities.

## Clarity of purpose and strategy

Throughout interviews regular reference was made to a need for greater clarity of purpose. Indeed, many saw this as more likely to make a difference than any governance changes. Of course, strategy and governance are intrinsic to one another.

From key volunteers and staff, this might be paraphrased as, “what do you want from us?” and a desire for this to remain consistent over time and not be subject to dramatic change as Board membership changes, or to the personal priorities of any given Board member.

Strategy was also seen as a vital tool in enabling the Board to monitor the performance of the organisation “at arm’s length” and make adjustments in a well-informed and considered way. It is seen as the means by which staff and lead volunteers will be empowered to “get on with it”, without undue interference and with confidence.



5. **Develop, publish and operate a strategy** for the RPS. This strategy needs to take account of the external and internal environment and it must be in the service of the Objects of the RPS.

To ensure strategy is not subject to dramatic change, and also to ensure staff, volunteers and all Members are able to operationalise the strategy, it must be owned by all key stakeholders which means it must be developed in consultation, and it must demonstrate how all key stakeholders will be impacted by, and impact upon, the success of the strategy.

It is the responsibility of the Board to ensure that purpose and strategy are clear and monitored, but they will fulfil this responsibility most effectively by working in consultation with key stakeholders.

It is evident that the Board are already working on strategy which is, in itself, a significant project. However, it is mentioned here because a robust strategy is such a fundamental part of good governance and much depends upon it.

### Delegation, priorities, and boundaries

This follows from the above, but it is more difficult to make specific recommendations that will fix the issue.

The burden of work being carried by the Board is very problematic:

- Some Board members are carrying an unsustainable workload and this will result in either burn out, errors, or premature resignation from the Board, which in turn results in unhelpful churn.
- Potential, high calibre, Board members are dissuaded from becoming candidates.
- It causes a great deal of confusion in terms of leadership, undermining the executive and leaving staff and volunteers feeling they have “too many bosses”. This can be extremely problematic and also represents potential safeguarding, HR and reputational risks.
- The involvement of Board members in “day-to-day” or “operational matters” undermines their ability to perform their fiduciary responsibilities with credibility.
- There is a tendency to add more operational priorities and increase the workload of the executive and volunteers.

This is a common problem in many voluntary organisations. It is also well accepted within the sector that the burdens being placed upon the Boards of voluntary organisations in the UK have increased dramatically in recent years, both in terms of regulatory compliance and the expectations of society.

Strategy, and some of the specific recommendations in this report, will help but the Board needs to develop a culture of being more “hands off”. It is easy to think circumstances demand an intervention because of urgency, and because the resources are not available elsewhere but the Board should consider what the priorities of the organisation (and especially the Board) truly demand, and whether their energies should be focussed upon prioritisation and resolving resource shortfalls, rather than tactical issues.

Role clarity, clear boundaries, and clear and documented delegation will help. Discipline within the Board with strong Board leadership is very important.





6. **Consider reducing the frequency and length of Board meetings.** Whilst the Board may feel current demands necessitate bi-monthly, whole day meetings, this is arguably a self-fulfilling prophecy. Shorter and less frequent meetings will necessitate greater discipline and focus, and further delegation, which in turn will also require greater discipline. A reduction in meeting time should result in the Board becoming more strategic in their focus and make the role of a Board member more sustainable, and more attractive to potential candidates.

## Clear and transparent documentation

As mentioned, the RPS is unusual in having two instruments of management that require Members' approval for change, the By-Laws and the Rules. This is confusing and creates the potential for errors as amendments made in one document have implications for the other. There appears to be no useful purpose in having two separate documents.

The By-Laws lack clarity in several areas and the Rules contain too much detail, for example, the precise format of a proxy form.

Several people talked about how difficult it was to find clear guidance on how things should work and what was expected. Inadequate review and document control were discussed.

7. **Revoke the rules and bring relevant elements of the rules into the By-Laws.** Legal advice has been sought for this and it is seen to be entirely reasonable.
8. **Require the Board to maintain a clear and up to date record of Regulations** along with details of committees and ToRs. Typically, By-Laws empower the Board to make rules/regulations/orders and require these to be made available to Members with proper document control. Good examples exist of these requirements being much more explicit in ByLaws and enshrining this would be helpful. It would also be helpful to reduce fragmentation by keeping all Regulations in one document, easily available on the website, and good precedents for this exist in comparators.

## The charitable Objects of the RPS and the role of the Board

Many comparators have taken steps to clearly articulate the charitable purpose and obligations of the Board in this respect. This is the case with both the RSA and the RSC. In the case of the RSA, this has been further clarified in changes to the Charter. By making what is implicit explicit, it will be much easier for the Board to explain the purpose of the RPS, their responsibility toward the Objects of the RPS under law, and how this relates to decision-making and Members.

9. **Explain that the RPS has charitable Objects and is a charity.**
10. **Explain the responsibility and accountability of the Board toward the Objects under charity law.**
11. **Define the Board as "Trustees" and "Board of Trustees" and use this language throughout the RPS.** This is the approach taken by the RSC. Whilst the Charter refers to "Council", the By-Laws define the Council as Trustees of a Charity and then use only the term Trustees.

## Delegation





This issue has been discussed already, and there are a number of examples amongst comparators of how the role of a Board members and the limits of their authority are made much clearer than we find in the RPS By-Laws.

12. **More clearly articulate the role of Board members.**
13. **More clearly define the role and reporting lines of the Chief Executive Officer (CEO)**, including specifically to the Chair of the Board, and staff reporting lines to the CEO.
14. **Publish a generic role description for Board members** and update this with specific areas of responsibility **as agreed at Board meetings**.
15. **Document any additional authority given to Board members at Board meetings** and in role descriptions.
16. **Create a *scheme of delegation*** which defines the boundary between the Board and the Executive. This is best and common practice in many organisations. Precedents can be found from comparators and with the National Council for Voluntary Organisation (NCVO) and Chartered Governance Institute (CGI). A scheme of delegation may also be used to define the boundaries for all delegated authority, for example to all chairs and subcommittees, but this is probably not necessary at this stage. Publish within or alongside regulations.
17. **Review and publish all Terms of Reference for subcommittees and their membership** as part of or alongside the Regulations. Include expectations for the role of the Chair, conduct of meetings, and reporting.

## Nominations & Governance Committee

Although the RPS did have a Nominations Committee that met a few times for a period up to 2019, there has been little clarity or activity in this respect, whilst the recent elections process was felt to be very unsatisfactory.

There is no reference to a Nominations Committee in the constitution of the RPS. It is usual for an organisation such as the RPS to have a Nominations Committee, and there are a number of examples amongst comparators of the Nominations Committee being defined within the By-Laws and also with an overt profile in subordinate documents.

Within the RPS, a Nominations & Governance Committee would have a very important **objective role in balancing interests and overseeing the selection and appointment of new Board members** whether by direct appointment or by election. The RSA By-Laws provide an example of a detailed description of a Nominations & Governance Committee which remains independent and approves all Board nominees.

18. **Define the role of the Nominations & Governance Committee.** Articulating the purpose and function of the Nominations & Governance Committee within the Bylaws will provide clarity and confidence on the part of all stakeholders, and ensure the Nominations & Governance Committee remains active and accountable for its responsibilities. These will be to:
  - undertake regular review of the performance and skills requirements within the Board, taking into account strategy, legal and regulatory requirements, and current best-practice, and make recommendations for further recruitment needs – emphasise the responsibility to take account of diversity needs
  - make recommendations for, and oversee, open and fair advertisement of Board vacancies



- review and approve nominations for Board membership whether by election or direct appointment
- make recommendations for appropriate election processes and independently oversee elections
- review the attributes of nominees and recommend to the Board those deemed to be most suitable for vacant posts
- oversee and evaluate the effectiveness of the RPS subcommittee structure and make recommendations for its improvement
- set up selection panels and draw upon advice from other individuals as it sees fit
- meet formally at least three times per year.

19. **Define the makeup of the Nominations & Governance Committee.** It will be important for the Nominations Committee to remain credible as a balanced and independent body, and therefore its makeup and leadership should be enshrined within the By-Laws.

- The Nominations Committee will be made up of:
  - three members appointed by the Board of which one may be a non-member of the RPS
  - three members appointed by the Members' Committee (see below), of which one may be a non-member of the RPS
  - the CEO *ex-officio*
- The Chair (as with all committees) will be a Board appointee and will normally be the most recent past Chair of the Board and will preside for two years.
- Tenure for other members of the Nominations Committee will normally be three years.

20. **External advertising of Board positions should be considered by the Nominations Committee.** (See below, Board composition).

### Members' Committee, Representatives' Committee and others

The key issues which these recommendations seek to address are to improve two-way engagement between the Board and the Membership and to simplify the committee structure.

The negative impact of the change from the Advisory Board structure to the RepCom structure in 2017 is recognised. Interviewees acknowledged that the pre-2017 approach was by no means perfect but that some positive benefits were lost.

At the same time, there is scope to empower a subcommittee to share some of the "more operational" burden of leadership within the RPS - to have a greater role in leading volunteer-led activity and advising the Board and Executive. This is quite typical in comparator organisations.

### Create a Members' Committee

21. **Define the role of the Members' Committee.** The Members' Committee to be enshrined within the By-Laws in order to provide clarity and confidence for all stakeholders. Its key functions will be to:

- advocate for volunteers and Members, provide insight and understanding to the Board, and help to promote clarity of purpose for volunteers and Members



- convene regular meetings of the Chairs/Organisers of Special Interest Groups (SIGs), Regions and Chapters in order to gain insight into their operation, challenges, and to promote learning and consistency
- oversee and monitor the operations and performance of SIGs/Regions/Chapters against agreed criteria and make recommendations to the Board to bring about improvements and consistency across the volunteer-led activities of the RPS
- make recommendations to the Board regarding changes to the leadership of SIGs/Regions/Chapters
- meet formally at least three times per year.

22. **Define the makeup of the Members' Committee.** The Members' Committee to be made up of the following (with approval of the Nominations & Governance Committee):

- Four members appointed by agreement of the Chairs of the SIGs/Regions/Chapters each for a maximum term of three years.
- Two members elected by the Membership of the RPS for a maximum of three years as part of the annual elections process and subject to the oversight of the Nomination & Governance Committee.
- Two members of the Board, and normally for a period of two years each.
- One member to specifically represent international interests (not just Chapters) by agreement of Chapter Organisers for a maximum of three years.
- The CEO, *ex officio*, but non-voting.
- A non-voting observer from the Photographic Alliance of Great Britain.
- Other members by mutual agreement of the Board and Members Committee.

The Chair to be appointed by the Board, out of the members of the committee, and may serve a further two years on the committee.

**It is suggested that members of the Members' Committee need not be drawn from the Chairs of SIGs/Regions/Chapters.** These roles are onerous in themselves, and perhaps require different skills.

Creation of the Members' Committee facilitates a simplification of the committee structure above SIGs/Regions/Chapters and so the Standing Committees for SIGs and Regions can be disbanded:

23. **Disband the SIGs/Regions Standing Committees.** These committees currently serve to fragment the coherence of volunteer-led activity and disempower the voice of key volunteers. In, fact, in recent months, the Standing Committees for SIGs/Regions have tended more and more, by choice, toward a single combined meeting, and invitations to Chapter representatives have been mooted. The Members' Committee will be a more effective and robust vehicle for a direct link between key volunteers and the Board. That is not to say that SIGs/Regions/Chapter Chairs will not wish to meet, but it is suggested that the Members' Committee takes a lead in facilitating this.

**At this juncture, it is extremely important to note that the Members' Committee is not the existing Representatives' Committee in a different guise. Currently, advocacy for - and leadership of - Members is fragmented across two Standing Committees (Groups and Regions) and with no equal body for Chapters or international Members. The role of these committees is also unclear, and there is no authority given to them. At the same time, whether by accident or**



design, they have become distanced from the Board with the Representatives Committee (also with no authority) being seen as a “higher body” in which Member-related activities and issues are diluted by those of the other aspects of the RPS (the other five Standing Committees, and other strategic issues).

The creation of the Members’ Committee creates a body with clear responsibility and authority, and with a “direct line” to the Board. In some respects, this is similar to the old Advisory Board, representing all Groups, regions, Chapters and “Member concerns” but with more focussed and accountable leadership. Thus, this body can focus on the needs and key Member-led activities properly, and with the direct engagement of the Board. It is envisaged that this leadership body will continue to convene larger meetings of the leaders of all Groups and Regions (and others). It is also empowered to hold the Board to account (recommendation 61).

### Finance, Investment & Risk Committee

In recent years the precise boundaries and activities of the Finance Committee and Investment Committee have become unclear.

24. **Define the Finance, Investment & Risk Committee function and makeup.** It is typical for these areas to be combined in charities and it makes sense to link these areas of concern. The committee should be Chaired by the Hon Treasurer and should include: a representative appointed by the Members’ Committee, the CEO and Finance Manager *ex-officio*, and any other members as determined by the Hon Treasurer and approved by the Board. **It is suggested the committee has ownership of the RPS Risk Register** and it will be important to recognise that risk considers far more than financial matters. Therefore, insight and understanding of governance and risk, including in the charity context will be needed.

### The Representatives Committee

With a well constituted Members’ Committee in place, the question of the role of the Representatives’ Committee becomes clearer.

At times, there has been a tendency for the Representatives’ Committee to be seen as having a role in directing the subcommittees (or indeed staff) or being a conduit for communication from members up to the Board. This is **not** recommended.

The Representatives’ Committee provides a unique and valuable function within the RPS. It is generally agreed that it has started to function well as a “think-tank”. Its greatest value is in bringing together representatives from all facets of the RPS and in developing mutual understanding, a sense of shared mission, and coherence.

25. **Clarify the purpose of the Representatives’ Committee and redefine its makeup.** In the past year, the Representative’s Committee has rewritten its terms of reference (TOR) and these are generally felt to be quite fit for purpose. A recent change which should be retained is that it is chaired by a member of the Board. There is a slight inconsistency with the By-Laws which may easily be addressed by a simple review and change of the By-Law wording, with the key purpose of the committee to be advisory only. The makeup of the committee to be:

- Chair of the Nominations & Governance Committee



- Chair of the Finance, Investment & Risk Committee
- Chair of the Distinctions Committee
- Chair of the Awards Committee
- Chair of the Science Committee
- Chair of Education Committee
- Chair and one other of the Members' Committee
- One Board member to act as Chair consistently for a term of one year, which may be repeated.
- One other Board member to attend formal meetings.

It is important to note that the members of the Representatives Committee are not accountable to the committee. Chairs of the subcommittees listed are accountable to the Board and there needs to be direct communication between the Board and each Committee.

This does not represent a significant departure from the role of the Representatives Committee as it is currently set out in the constitution. It is designed as a “think tank” and there is great merit in bringing together all aspects of the work of the RPS for balanced debate, relieved of the imperatives of day-to-day operations. In the past two years, attempts have been made to use the Representatives' Committee as a vehicle for resolving issues, both top-down and bottom-up. Neither have worked as it has not had executive authority (unlike the seven Standing Committees). It is because there is a great deal to gain by having a “non-operational”, strategic think-tank that promotes debate across all aspects of the work of the RPS that it is recommended the Representatives' Committee is retained and widened to include the Nominations and Governance Committee.

#### Other notes on subcommittees

It is important to appreciate that since the Board is ultimately accountable for the governance of the RPS in the service of its Objects, the Board must have ultimate control of its activities. Therefore, as with all comparators, the Board need to retain the authority for appointment to the position of Chair to any subcommittee, including SIGs/Regions/Chapters. That is not to say that the Board does not work collaboratively and with care in formalising and changing appointments.

26. **Ensure the authority for committee appointments is explicit** and that appointments are properly recorded in Board minutes and made available to RPS Members.

There has been a tendency for TORs to become unclear, fragmented, inconsistent and difficult to locate. This is very unhelpful for volunteers and Members.

27. **Define that TORs must be subject to proper document control and made available alongside the Regulations.**

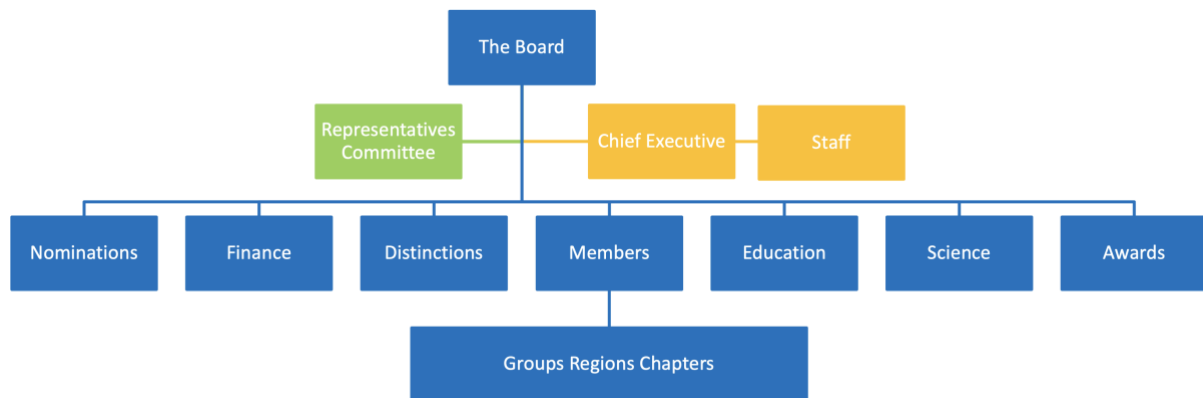
The use of “Organiser” and “Chair” depending upon the type of volunteer group is confusing and cumbersome.

28. **Use “Chair” or “Organiser” for the lead volunteer of any SIG/Region/Chapter.**  
29. **Ensure the regulations require all subcommittee minutes are submitted the Board.**  
30. **Publish a generic role description for the role of Chair of any committee alongside the Regulations.**



## Committee structure schematic

The diagram below illustrates the addition of the Members' Committee as one of seven which may have delegated responsibility from the Board. It is not possible for all Groups, Regions and Chapters to work "as one" effectively with the Board, but it is possible to create a focussed body to lead and represent on their behalf.



The Representatives' Committee is shown as not being "in the line" of management, but as a reflective body with understanding and insight across all RPS concerns and activities.

This schematic also illustrates that, as discussed below, the CEO can and must only report to the Board, with staff accountable to the CEO.

## Board size and composition

The recommendations under this heading and the one that follows (concerning elections and appointments) are focussed upon increasing the ability to develop and maintain a more professional, diverse and efficiently operating Board.

The principles of diversity have been discussed but, at this juncture, it is fair to highlight that these recommendations are based upon a view that there is a need for greater diversity of representation and of thought.

Specific recommendations for the attributes needed within the Board are within the remit of the Board and the Nominations & Governance Committee to decide based upon strategy, intended beneficiaries, and other demands.

Nevertheless, the pool upon which the RPS draws is limited by the diversity of the current Membership and the processes of selection (and indeed self-selection). These recommendations are based upon the principle that the RPS needs to widen its reach and be more inclusive. Indeed, in all conversations, this is a consistently shared principle.

As previously discussed, this cycle needs to be broken at the leadership level. It should be noted that the Elections Review also raised the same issues:

*"the Membership of the Society should ideally grow to reflect the diversity of the world with which it interacts and the changing character of the world in which images, still or moving, of people and the environment are recorded, as well as reflecting the diversity of photographers of all descriptions."*





*“The Society should consider a change in the governance structure to reflect or even lead that change in its Membership.”*

*“The NomComs [sic] should also consider [...] whether it is desirable, having regard to the Charity Commission’s advice quoted [...] to broaden its diversity to take greater account of its potential beneficiaries...”*

## Board size

The Elections Review suggested that a Board size of ten was perhaps too small considering the burdens placed upon the Board. A review of comparator organisations indicates a typical range of 9 to 23. There is no strict correlation however, it appears smaller organisations in terms of membership tend to have larger Boards. This is perhaps because their smaller size allows them to continue to operate with the leadership of a single, large “member council”. The RSA with a membership of c 30,000 and the RSC with a membership of c50,000 have Boards of up to 12 and 18 respectively. It may be argued that the RPS is more complex than the RSA despite its smaller size.

### 31. **Determine that the Board shall have a total of 12 Board members.**

## Board composition

In terms of the composition of the Board, interview discussions centred around the issue of non-elected Board members, with diverse and strongly held views. Although the view that all Board members should be elected was expressed, this was not typical. Generally, **there was an acceptance that direct appointment** (hitherto known as “co-option” in the RPS) **has a place**, with a range of opinions as to how many.

Another aspect of composition was the question as to whether non-Members of the RPS might be recruited to the Board. Indeed, the Elections Review recommended that Board positions be advertised externally. The Charter is not entirely clear on this matter as there appears to be ambiguity to the meaning of “member” where the Board makeup is described: It is not clear if a Board member must be an RPS Member. However, since it is not difficult for a person to become an RPS member, this question shall be treated as academic at this stage. It is noted that examples of comparators does reveal some organisations clearly determine that non-member recruitment to the Board is acceptable.

Examination of comparators reveals a range of approaches to the balance of elected and directly appointed Board members. In general, the smaller organisations (which also tend to have the larger Boards) tend to have a lower proportion of directly appointed Board Members (some have none). The larger organisations tend to have a larger proportion of directly appointed Board members. It may be argued that this reflects a greater level of complexity, entrepreneurialism, and professionalisation of the leadership body:

- The RSC, with c50,000 members: Elected:Appointed = 9:9
- The RSA, with c30,000 members: Elected:Appointed = 7:5

Whether these higher ratios of directly appointed Board members are the cause of, or the result of increased size is unknown. Certainly, it may be argued that the ability to appoint Board members allows the Board to achieve greater diversity and professionalism, with more nuanced control of the attributes it brings to the Board. In striving to better achieve the Objects for which



they are responsible, the Board are perhaps more able to define the expectations they will have of appointed Board members and agree these before appointment.

In all cases, it is important to note that whether elected or appointed, **all Board members owe their ultimate duty to the public benefit Objects of the organisation under charity law**, and also that all prospective candidates must first be evaluated and approved by the Nominations & Governance Committee.

Further examination of comparators reveals an additional nuance to this balance: In one case it was noted that a Board meeting was only quorate if officers and its elected members were in the majority of those present.

32. **Determine the composition of the Board.** Given the above, and the need to select and appoint a Board of highly skilled and focussed individuals, one of the following options is recommended:
- The Board shall have 6 elected and 6 directly appointed members, and that a quorum must include a majority of Officers and elected members.
  - The Board shall have 7 elected and 5 directly appointed members.
33. **Determine that a quorum must be an odd number, at least half of the current Board members.**
34. **Determine that the officers shall be the Chair, Vice Chair, and Treasurer.**
35. **Determine that there shall be a Code of Conduct for Board members.**

The review of comparators revealed that it is quite common for the Treasurer to be a direct appointment, allowing the Board to efficiently recruit and appoint a person with the correct professional skills.

36. **Determine that the Treasurer shall be among the directly appointed Board members.**

## Elections and appointments

The following recommendations are made in order to facilitate more regular review and renewal of Board membership and at the same time make interim appointments more easily implemented and controlled.

37. **Define the meaning of *elected*, *appointed*, and *co-opted* Board members.** The term “co-opted” carries a connotation of secondary or temporary status. In fact, all Board members are equally responsible for the leadership of the RPS. (Moreover, it should be noted that all charity Trustees are, in law, jointly accountable for all decisions). Definitions suggested are:
- *Elected*: A Board member elected by the Members of the RPS by ballot to serve a term of three years, starting from the end of the AGM in the year in which the election took place.
  - *Appointed*: A Board member appointed by the Board of the RPS to serve a term of three years, starting from the end of the AGM at which the appointment was announced.





- *Co-opted*: A Board member appointed by the Board to fill a casual vacancy until the end of the AGM following the date of co-option. An individual may only be co-opted in a maximum of two successive years.
38. **Define that all Board appointments (except as defined below) are normally for up to two terms of 3 years.** The general consensus in interviews was that a 4-year term is in itself a big commitment, was a potential disincentive to standing, and was more likely to provoke a resignation from the Board after one term. 2 years was felt to be too short a term. A 3-6 year tenure seems reasonable and is consistent with other comparators. **However, it is recommended that directly appointed Board members may complete a third term of three years if as an elected Board member.**
  39. **Define the period of tenure to be between the end points of AGMs.** Elected and directly appointed Board members will begin their tenure at the end of the AGM at which their appointment is announced. Co-opted appointments may only last to the next AGM, at which a period as an elected or directly appointed Board member may commence.
  40. **Provide for elections to be run every year, if needed.** The current By-Laws provide for every second year to be an election year. This only works upon the assumption that casual vacancies never occur, or that in that event, co-option for up to at least 2 years or more is satisfactory. This makes little sense. It is inevitable that Board positions will become vacant *ad hoc*, and it is far more workable to hold elections as needed, especially given changes in technology that make the conduct of ballots online straightforward, cost-effective, and more inclusive of Members. As the impact of a larger Board, annual elections, and *ad hoc* vacancies occur, a steady churn of Board members should occur at the same time as providing continuity through remaining Board members.
  41. **Determine that the Board may fill any casual vacancy occurring in their number by temporary co-option until the end of the next AGM** (which may be renewed for one more year if the casual vacancy occurs too late in the annual appointment cycle).
  42. **Require the Board to publicise Board posts that will become vacant not less than 9 months in advance of the AGM at which vacancies will occur.** In normal circumstances, the Board will have ample foresight to enable advertisement of impending vacancies. This will facilitate better communication of the opportunity to join the Board and opportunities for nomination. The Nominations & Governance Committee will also have foresight and be able to make, and recommend, the attributes required by the Board. Earlier advertisement will also facilitate earlier elections:
  43. **Run elections earlier in the year and over a shorter period of time.** It is suggested that elections should be complete by the end of May. This will facilitate the following:
    - A period of four months for newly elected Board members to acquaint themselves further with the role and receive induction, including observing a Board meeting if this has not already been done.
    - A period of four months for the Nominations & Governance Committee to review the skills and attributes of the Board considering the elections results and make recommendations concerning any direct appointments to be made by the Board.
    - A period for the Board to manage direct appointments and their induction, prior to formal announcement of their appointment at the AGM.
    - A shorter period for the elections will minimise disruption. It should be possible for the period from initial nominations through to announcement of results to be no longer than 2 months. **This will allow for any existing Board members up for election to enter a short period of “purdah” as suggested in the Elections Review.** Based upon this, there will be a 3-month period over which vacant posts may be advertised and interested parties can learn more about the role of Board member.



44. **Specify that elections also include the two elective posts on the Members' Committee.**
45. **Determine that that the Board may recommend preferred candidates for all elective posts to Members, based upon the recommendations of the Nominations & Governance Committee.** The RPS By-Laws do not currently provide for this.

### The role of President and Chair

Another topic that was discussed at length in interviews was whether the roles of President and Chair of the Board (Chair of Trustees) should be held by separate individuals.

The RPS Charter is completely silent on this, with no mention of either role.

Opinions on this matter were strongly held and widely varied. Some who might have historically felt they should remain together indicated a change of view toward separating the roles.

In the RSC, the two roles are combined, and the incumbent determined by election. In the RSA the roles are held separately, and both are appointed by the Board. Where the Presidential role is separate, it may also not be a member of the Board.

What is widely accepted is that the burden of governance is great. Interviewees agreed this is true of the RPS. Furthermore, the problem of attracting high calibre individuals was also acknowledged and this greatly limits the recruitment pool. Many talked of the need to have well-known and well-respected individuals leading the organisation to help raise its profile.

Leading the Board is extremely demanding and is likely to remain so. It requires strong leadership, ideally experience and knowledge of leadership within large, complex organisations or contexts, including not-for-profit organisations. It requires strength of personality and excellent management skills. Furthermore, it requires the willing followership of the other Board members – a mandate to lead. In most charities, the Board elects its own Chair, but it is important to note that the Chair is equal in the legal sense of individual and collective responsibility.

Again, the Elections Report comments on this issue:

“The Presidency of a distinguished learned society such as the RPS is naturally a desirable position but it is possibly the case that the Presidency of the Society and its leadership as a charity require different skills and I wonder if the Council would function better if it were to choose its own Chair to preside over meetings for a period of say 2-3 years? This would leave the President to preside at formal events outside Council and to represent it nationally and internationally.”

It is unlikely the RPS will be able to frequently find an individual who is highly respected and recognised in the field of photography who also has excellent leadership skills, management skills and governance knowledge.

It is therefore recommended that the roles of President and Chair of the Board be held by different individuals:

46. **The Chair of the Board (Chair of Trustees) is appointed by the Board from within their number for a term of 2 years from the end of the AGM at which the appointment is made.**



It was noted by interviewees that “2 years is not long enough as “*President*””. Conversely, there was also trepidation at the prospect of a 4-year term without check.

47. **The Chair may serve a second term if agreed by a ballot of Members.**
48. **The Chair must have been an RPS Member for a minimum of 3 years before becoming Chair.**
49. **Any Board member who serves as Chair may serve a total of 8 years on the Board.**
50. **The Board will also appoint a Vice Chair from within their number.**
51. **The President of the RPS will be elected by the Members for a term of 2 years and may serve an additional term of two years if once more elected by the Members.**
52. **The President shall not be a member of the Board.**
53. **Publish a role description for the role of President alongside the Regulations.**

With respect to the role of President, the great advantage of this approach is that the recruitment pool for the role becomes immensely wider, since the role of President will be unburdened of the responsibility of governance.

The process of identifying potential Presidential candidates will require careful and thoughtful conversations about the state of the RPS and the direction it is moving under the leadership of the Board so that there is shared confidence a Presidential candidate will be able to advocate for the organisation.

Of course, all nominees must first be approved by the Nominations & Governance Committee, and this will require a determination of the fit of Presidential candidates, and recommendations which shall be communicated to the electorate.

### Holding the Board to account

Without doubt, many of the recommendations above provide the Board with an increased degree of “freedom” and this needs to be balanced by engagement with Members and their powers to hold the Board to account.

Also, the recommendations regarding the Nominations & Governance Committee, and the Members’ Committee have been made to further increase the oversight and voice of Members.

The following additional recommendations are offered to further increase the confidence of Members, many of which are in response to points raised during interviews:

54. **Review the conditions that allow the Board to refuse a Members’ resolution** to ensure they follow best practice and are as unambiguous as possible.
55. **Reduce the number of signatories needed for a Members’ resolution to 25.**
56. **Remove the restriction on Member resolutions to change By-Laws made in the past 3 years.**
57. **Make provisions for members to call for the dismissal of a Board member at a General Meeting.**
58. **Reduce the number of Member signatures needed to require an EGM to 50.**
59. **Provide for Members to hold an EGM without the Board** if the Board do not respond to the requisition of an EGM within a given time period.
60. **Provide for a formal representation from any subcommittee to receive a formal written response from the Chair of the Board, including any dissenting voices, within a specific time limit.**



61. **Provide for the Members' Committee or the Representatives' Committee to be able demand a formal meeting with the Board.**
62. **Require two-thirds majority of all Board members to agree a proposal to change a By-Law and that any discussion of said proposal shall be notified to all Board members at least 2 weeks prior to a Board meeting.**
63. **Require a two-thirds majority of voting Members at a General Meeting to change a By-Law.**
64. **Consider a further By-Law which gives powers to Members where a significant change to tangible assets is being considered. Eg, the disposal or purchase of a building.**

With respect to all the above, useful examples may be found amongst various comparator organisations.

### Meetings and voting - online

The recent restrictions imposed by the Coronavirus pandemic have brought the question of remote/electronic meetings and voting to the fore. It is to be noted that the governance review of 2016 recommended the implementation of electronic voting.

Currently, the RPS By-Laws are not adequate. Key issues are:

- The terminology of “electronic communication” and when it is permitted is unclear and may be simplified.
- The terminology of “poll” and “show of hands” is unclear.
- The carrying by individual proxy holders of proxy votes into an online meeting is very difficult to manage within the constraints of technology.

It is extremely difficult to write into By-Laws the specifics of how meetings and voting under all circumstances will be conducted. Therefore, it is recommended that:

65. **The Board will have powers to determine how meetings and voting shall be conducted and shall publish policies and processes in the Regulations.** This includes online meetings and voting.
66. **It shall be normal for decisions to be made by Members by way of an online ballot which shall close prior to the General Meeting at which the results of that ballot shall be announced and recorded.**
67. **Where a vote is taken by electronic ballot, the Board must make provision for the acceptance and publication of written submissions on the topic of the ballot, before the opening of the ballot.**
68. **Where a vote is taken by electronic ballot, the Board must make provision for debate at a meeting of Members (in person and/or online) before the ballot opens.**
69. **Where voting is to take place by poll in a meeting and proxies are allowed, the Board may determine that all proxies be given to the Chair.** This is the only practical way of handling proxies in a live online meeting.
70. **Clarify that a “show of hands” means only of those present and without proxies.**

### Membership

Within the Elections Review, and throughout interviews, reference was made to the need to be clearer with Members regarding the purpose of the RPS both in terms of its Objects, and its



current focus. This has been covered in discussion of strategy and communication, and the Members' Committee also has a role in this.

However, the following recommendations are also offered, based on what has been seen within comparator organisations:

71. **Make Members aware of the charitable status of the organisation and its Objects.** It should be clear that subscriptions are made in support of the work of the organisation. This is implicit as subscriptions are tax deductible and many Members donate the recoverable tax to the RPS. At the point of joining and subscription renewal, Members should be directed to the RPS constitution, strategy, values, and Code of Conduct, and Members should be clear that they are committing to uphold and support these expectations.
72. **Outline the rights and responsibilities of Members (including with respect to the code of conduct).** Some comparators provide more detail in their By-Laws.

### Maintaining good governance

During interviews, the question of “professionalising” governance was frequently raised. Given the growing demands of governance across the sector it is increasingly seen as a function that requires specific resource. For example, the RSA has a staff role, “*Director of Strategy & Governance*”.

73. **Define delegated responsibility for good governance.** The Board should document how they have delegated responsibility and support for monitoring and maintaining good governance, whether to a Board member, the Nominations & Governance Committee, a staff member or other committees.
74. **The Board should demonstrate that it reviews its constitution when legislation and regulatory guidance changes.** Legislation is not static. The Charities Act 2011 has been augmented since, and future changes to charity law are debated and consulted upon. It is noted that both the RSA and RSC have made much more frequent changes to both Charter and By-Laws, and this approach may make change management within the RPS much easier.
75. **Report on use of the Charity Governance Code.** Consider periodic review against the Code and publish the results, including in the Trustees Annual Report.
76. **Commit financial resources to induction and training of Board members.**

### Considerations for the Charter

Potential changes to the Charter are not in the scope of this review. However, the following is offered for consideration, based on observations of how comparator organisations have acted:

77. Overtly, define the RPS as a charity, led by its Board of Trustees, who are responsible for the charitable Objects of the organisation under charity law.
78. Set out the role of a “Council” in advocating for Members, supporting the Trustees, and overseeing the activities of Members.
79. Outline the relationship between the Board of Trustees and “Council”.
80. Clarify whether or not non-Members of the RPS may be members of the Board.



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## Appendix A Elections review notes

Extracted from the Elections Review by Michael King of Queen's Square Advisory Ltd, 2020.

- I consider it important that the Society's leaders should reflect the mission which Council wishes to achieve by introducing trustees with appropriate skills and experience and perhaps by encouraging a younger and more diverse membership.
- it may in future be necessary for the Society to send out appropriate and regular reminders or even reinterpretations of the codes or guidance,
- there might be an argument to change the election rules to put candidates into "purdah" during the election process as long as the Society's work is able to continue. Such a concern might be diminished, if voting continues online, by foreshortening the election period to say 2 or 3 weeks
- In a future Election it may well be necessary to emphasise to candidates and their supporters that members of a long-standing learned society, not least one with the Royal appellation, should always remain respectful of each other.
- I would, for the long-term good of the RPS, encourage all members of the Society – but particularly its leaders – to be aware that people with diverse ages, ethnic origins or physical or intellectual abilities may nevertheless add value as future members of the Society and have skills and experience which might add significantly to the governance of the RPS.
- I suggest that the Society prepares guidelines in best practice to assist its members, trustees and staff in awareness of issues surrounding diversity and the need to avoid discrimination, conscious or not.
- it is necessary to provide those members who wish to vote with some guidance as to the composition of the Council and for the Council to hear what members want.
- Quoting a report of the Charity Commission, a problem can occur when, "The charity's membership lacks diversity so the trustee board is self-perpetuating or change-resistant and unrepresentative of its potential beneficiaries."
- The Council should continue to explain in the Society's website, Journal, e-zine and other communications what they are trying to do to enhance the Science and Art of Photography and encourage its appreciation; this is the Society's important charitable mission.
- The Society should continue to tell its members that their work and support are essential to its pursuit of that mission,
- the membership of the Society should ideally grow to reflect the diversity of the world with which it interacts
- in July 2017 the High Court ruled that the members of a charitable company also owe the charity fiduciary duties to act in its best interests and avoid conflicts of interest when deciding on resolutions that are put to them by the charity trustees. It is self-evident that any such members' resolution should be reasonable and designed to advance the charity's purposes and mission.
- I suggest that Council should immediately re-establish its Nominations Committee ("NomComs"), possibly including on that committee external membership,
- NomComs should also consider the ideal number of members of Council and whether it is desirable, to broaden its diversity
- NomComs should consider agreeing with Council a matrix of skills, background and experience which can be presented to members



- I do suggest that NomComs should also consider whether Council should comprise a limited number who are not members of the Society. Those trustees could be sourced through external advertising or recruitment.
- consider that 3 years would be a rather better stretch for a charity's Chair than 2 years.
- NomComs should look at questions surrounding the election of the President Elect and the assumption of the office of President by the President Elect 2 years later without further voting.
- the Presidency of a distinguished learned society such as the RPS is naturally a desirable position but it is possibly the case that the presidency of the Society and its leadership as a charity require different skills and I wonder if the Council would function better if it were to choose its own Chair to preside over meetings for a period of say 3 years?



## Appendix B Terms of reference

The following is an extract from the invitation to tender for the governance review:

- To conduct a full review of existing governance documents, specifically the Rules and the By-Laws, and our current organisational structure from a governance perspective (please note that this aspect of the review does not include staff).
- To fully understand the RPS strategy, educational charity requirements, membership relationship and stakeholder inputs and how these relate to the governance of the organisation.
- To identify areas of weaknesses in the current RPS governance, also considering industry best practice, and to make recommendations for a new governance framework.
- The Board recognises the need to structure the Board of Trustees on a skills-based process, rather than primarily due to member popularity, which is the current system. Make proposals as to how this could be enacted.
- The size and structure of the Board of Trustees and Council and whether this is appropriate going forward.
- No current rules exist to guide us if and when elected Trustees retire early during their term of office. A process for managing such a situation should form part of the governing documents.
- It is the desire of the RPS Board of Trustees to aim to achieve diversity in its many forms: thought, people, place, gender, traditions, religion, lifestyle, photographic diversity included. This should form part of any proposals being made.
- The outputs of this assignment will be as follows:
- A complete set of updated governing documents, in a form that can be proposed to our members
- Guidance as to how the organisation should deal with the various items, shown in the ToR above
- A document containing best practice processes and procedures for governance of an organisation such as the RPS
- A critical high-level review of the governance of at least two other UK Learned Societies similar in organisation and purpose to the RPS (for example, these might include the Royal Society of the Arts, the Royal Geographical Society, or similar).



## Appendix C Interviews summary

The following is a shortened version of the *Interviews summary report* submitted to the Board of Trustees.

This element of research was based on the principle of anonymity from the outset although some written submissions were shared with the Board of Trustees by agreement. The detailed report included a great number of paraphrases of statements from interviewees. For brevity, greater confidentiality and clarity, this paraphrasing is not included here.

It is recognised that all learning gained from these conversations has passed through the subjective filter of the researcher. Nevertheless, it is sincerely hoped that the views of those consulted are reflected fairly in this report and all will find it resonates with their statements.

This summary does not include the background and methodology presented in the full report but focusses on the learning gained through discussion.

### A note on language

To avoid confusion, the terminology used by default within this appendix when referring to the leading body in any organisation is “**the Board**”. This can mean either Council or Trustees, but always the body ultimately responsible for the delivery of the organisation’s Objects.

## The payoff for improved governance

Throughout interviews the benefits of improved governance were discussed, as it was felt important to recognise the expectations stakeholders would have of any changes made

### Purpose

These comments relate most clearly and directly to the role, relevance and impact of the RPS:

- A more outward-looking and relevant organisation
- A balance between public benefit and Members
- Better achievement of objects
- A more significant organisation
- We are at the forefront of learning
- No longer out of touch with the medium of photography
- We will occupy a space of authority in relation to the medium of photography
- Higher profile Presidency
- Improved reach

### Board performance

- A more professional Board with better leadership experience
- The ability to recruit more capable people to lead the organisation
- A clearer role for the Board



- Less burdensome time requirement for the Board, leading to higher calibre trustees
- Better strategic leadership
- Appointment of trustees based upon an established mission
- Better Board management
- Diversity of thought leading to better decisions

### Leadership, trust and communication

- A more inclusive organisation
- More moral leadership
- More trust in the Board
- Less dramatic changes in direction
- People feel listened to
- Understand and manage stakeholders better
- Members understand Board role and purpose
- Better communication
- Legitimacy with Membership
- More feedback
- Two-way communication
- Transparency, demonstrating a rational approach to direction and decisions

### Clarity and consistency

- Clarity about how the RPS operates, especially for volunteers
- Members understand the RPS
- Clarity of purpose
- Clearer guidelines
- A more efficient organisation
- Staff and volunteers feel clearer about how they fit in
- Consistency across all activities
- Greater Member engagement with the purpose of the RPS
- Clear, structured communication channels
- Views and decisions are well managed and measured
- A unified approach to objectives
- Clarity of how volunteers can support the objects in the Charter
- Clarity of governance standards
- Clearer mission

### Risk

- Long term financial stability (not necessarily with large reserves)
- Operating to best practice
- Reduced risk
- Stability
- Good monitoring of performance and compliance
- Reduced risk of being challenged on “royal” or charitable status

## Important issues emerging from interviews

### 1. Complex and confusing ByLaws and Rules



It was observed that several changes have been made to the ByLaws and Rules over time and that this has caused unforeseen knock-on effects. Furthermore, the existence of two documents that need Members' approval makes changing the constitution more complex and confusing than necessary. Issues relating to the interdependence of ByLaws and Rules have been highlighted to the Board over the past few years.

## 2. Turnover of Board members and tenure

The short tenure of President was seen by some as problematic, and several remarked on how disruptive a biennial election was to the continuity of the Board.

The question of the President only being in role for 2 years remains and it was observed that 2 years is not long to be in post.

If one current board member assumes the post of President Elect, this will also create another vacancy in 2021 for which the current ByLaws do not provide adequate clarity, other than that the Board would co-opt to fill the vacancy. This will still leave a problem of an elective post being temporarily taken by a co-opted Board member.

Conversely, a four-year term was felt to be too long, as this leads potentially to an 8-year commitment, which may result in a high rate of churn as most Council members will move on after 4 years. It was also felt that a 4-year commitment alone is still a discouraging commitment for a potential candidate.

Certainly, the biennial nature of elections is very rigid and does not allow for easy management of natural attrition, typically known as *casual vacancies*.

The lack of clarity for how to handle a vacancy was discussed. The ByLaws are not as clear as they could be and the task of legitimising replacements, especially for President and President Elect (for example, by calling an EGM) is too complex and onerous.

Concerns were also expressed about the lack of Board experience (and the visibility to the Membership this brings) required for a candidate to stand for the role of President Elect and hence President.

## 3. The makeup of the Board

This was a very common and complex topic of discussion across all groups of interviewees. Overall, there was a broad consensus that getting good quality Board members in place was both essential to the good governance of the RPS and at the same time very difficult to do.

### a) Diversity and professionalism

The fact that Board members are drawn largely from the Membership, that there is an element of relying on those who "put themselves forward", and the high demands of the role were all seen as challenges.

With respect to the importance of this issue, there are broadly two drivers for a desire to recruit higher calibre and more diverse Board members:





- The need for the leadership of the organisation to **reflect the environment in which it operates**.
- The need for greater **diversity of thought, professionalism, experience and rigour** in strategy, leadership, thought, and decision-making.

The view that the leadership of the organisation needs to reflect its work and its beneficiary groups was very strongly held. The RPS is, without question and by its Charter, a public benefit organisation – a charity with public benefit objects. It is widely accepted in charity, education and arts sectors, to the point of being a given, that charities should strive to reflect beneficiaries' perspectives in their leadership and decision making, and several interviewees were cognisant of that.

There was a clear and strong sense that in order to function well, the Board needs to have a broad range of skill sets, professionalism and background experience. It was pointed out that the environment has been changing and making the role of a charity trustee much more demanding than in the past. Whilst one interviewee suggested that a strong executive mitigates against this issue, others argued that the role of trustees is not one that may be delegated.

There was a repeated assertion that knowledge of photography was only one of many important factors to consider, and that Board members from outside the RPS would add value.

#### **b) Understanding of the RPS**

Despite the points made above, there was also a strong feeling that Board members need to have a thorough understanding of the RPS, its history, workings, and Members. It was felt by many that the continuity and succession planning for developing new Board members with these qualities had been undermined by changes to the governance of the organisation in recent years, in particular by the replacement of the Advisory Board with the smaller Representatives Committee, discussed below.

There was also a view expressed that all members of the Board should be elected by RPS Members, and that they should depend on external expertise only in an advisory capacity, as all decision-makers should be democratically elected:

This was coupled with a view that the ability to directly appoint Board members ran the risk of the Board becoming more and more skewed in a particular direction that would not be supported by the Membership of the RPS at large.

#### **4. The burden of being a Board member and widening the recruitment pool**

One of the key obstacles to recruiting a high-quality Board is the limit placed upon the size and diversity of the recruitment pool.

The burden of workload and time that Board members currently carry was seen as extremely problematic by many, unsustainable for any Board, and severely discouraging to potential candidates.

Added to the dis-incentives to potential candidates was the question of from where potential candidates are found, identifying the Membership as too limited a pool.



There were many suggestions that the RPS should be advertising openly and reaching beyond the Membership, using an objective approach to needs analysis and assessment.

## 5. The elections process

The elections process was widely seen as dissatisfactory. Whilst it was acknowledged elections remain an important method of selection many comments pointed to the lack of information about candidates, and a lack of guidance to assist Members in voting.

The point was made that “popularity contest” was perhaps too pejorative a term and that this did not do justice to the fact that if a candidate is well known and liked, this is probably a reflection of the good work they have done within the RPS.

It was suggested that with online elections, the opportunity should be taken to provide much more information on candidates and their intentions, as well as their nominators.

## 6. Nominations Committee

The role of a **Nominations Committee** was frequently discussed:

It was suggested that a Nominations Committee was not needed if the Board were effective in engaging with Members, and there were slight concerns about selecting out “less obvious but nevertheless valuable” candidates.

However, overall there was a general acceptance that a Nominations Committee should be able to oversee a transparent, balanced, and fair approach to guiding the selection of candidates for Board membership, whether by election or direct appointment.

## 7. Becoming President

Several remarks were made concerning the automatic assumption of the role of President from that of President Elect. This was exacerbated by the ability of a recently co-opted Board member to stand for the post of President Elect.

Thus, a person “unknown to the Membership” could move quickly to the role of President unhindered, and regardless of how they are seen to perform as a Board Member and President Elect.

It was also suggested that given a President Elect will naturally exert increased authority from the moment of election, there runs the risk of an “unsatisfactory influence” for a total of 4 years.

It was suggested that an election should still be needed to confirm a President in post, and that candidates from President Elect should have requirements for minimum tenure as an RPS Member or Board member before being eligible to become President Elect.

The problem of the small pool from which a President may be selected was raised. There was a belief that a President Elect candidate should not be a non-elected Board member, but this limits the number of potential candidates to 4, or 5 if a Treasurer stood, which is highly unlikely.

## 8. The roles of President and of Chair of Trustees



Notwithstanding the above, a significant area of focus in conversations was whether the roles of President and Chair of Trustees could be effectively held by one person.

Views varied with some believing this risked divergence of leadership but, on balance, there was broad agreement that this would be preferable, with some accepting that in the past they would not have considered it but can now see it may be the best way to help the RPS move forward.

The benefits of separation discussed were:

- Relieve the burden of management responsibility from the President and make the post far more attractive to a well-known figurehead who can focus upon advocating externally for the RPS and lift its standing. This was the most repeated reason for taking this approach.
- Allow someone with the best skills to handle the “inward focussed management” of Board and Executive.
- Improve Board cohesiveness by having a Chair who leads “with the permission” of their followers, the Board.

The predominant view was that a President must be elected by the Members and a Chair could be elected by the Board.

## 9. The boundary between the Board and the executive function

A need to further define the boundaries between Board roles and the Executive was expressed. Examples of individual trustees acting autonomously and intervening in operational matters or expressing personal views contrary to shared opinion “offline” were given.

It seems clear that this in part a response to change, uncertainty, and growing external pressures, however it was argued that this does not make it the correct response.

It was suggested there should be a clear scheme of delegation between the Board and Executive, and also that the link should always be between Chair and CEO unless with clearly defined boundaries.

## 10. Respectful and open communication with lead volunteers and Members

Some interviewees spoke of the wide disenfranchisement of the Membership and the prevalence of, at best, ambivalence toward the objectives of the RPS and, at worse, unhappiness, anger and weariness.

There was a sense of Board members feeling too confident in their own views, not valuing the experience of other others, and being afraid of the consultation process.

There was acknowledgment of the difficult challenge faced in balancing the objects of the RPS (which define its overarching purpose and *raison d’être*), and the interests and activities of Members.

It is was noted on several occasions that this was an issue of the past few years especially, and that there were reasons for optimism at present, but nevertheless this is still a very current issue with recent examples given.



The issue of communication goes far beyond governance, at least in terms of written constitutions, and relates to culture.

However, the committee structure and committee business were linked to communication issues, with a lack of clarity of purpose for committees, “one-way communication” and autocratic decision-making without referral to committees. Currently, the committee structure is the main conduit for communication with leading volunteers and Members and it was felt strongly that there is a lack of engagement with key volunteers.

The Awards were used as an example of poor communication. Whilst there was an appreciation they might have value, they were seen as an example of how the multi-faceted role of the RPS in pursuing its objectives needs to be explained, that Members need to understand the value of activities that go on outside their experience, and how they can play a part in supporting this work. Otherwise, they will remain disenfranchised.

## 11. The Advisory Board and the Representatives Committee

A governance review was conducted in 2016, and this was followed by changes to the ByLaws in 2017. Amongst those who were closely involved with the RPS at the time there was a strong feeling that some recommendations of that review were ignored, and other measures taken that were not recommended. Interviewees felt that once the review report was submitted, no further consultation took place and communication of the review and subsequent decisions was poor.

Of all matters that arose during discussion of the changes that occurred in 2017, the *Advisory Board* was significant. In the 2017 changes, the Advisory Board was replaced by a smaller *Representatives Committee* made up of the Chairs of the 7 Standing Committees (plus a Chapters' Representative and Observer from the PAGB).

The Advisory Board was a large group which included some elected representation from across the Membership. Whilst there is general acceptance that this large group was difficult and expensive to convene and manage, and that it was not perfect in its function, it was felt that some valuable positives were lost as a result of the change:

### a) Facilitating succession to the Board

Amongst those interviewed, there was a clear belief that membership of the Advisory Board was a valuable steppingstone to the Board. This was seen as an ideal place to learn about the workings of the RPS, to understand what Board membership might entail, and build confidence for taking up a role on the Board, equipping the Board with a deep knowledge of the RPS (See 3, above).

At the same time, it was felt that the Advisory Board allowed existing Board members to identify good quality candidates for election to the Board, and to nurture this progression.

### b) Engagement with Members

The Advisory Board was also seen as a valuable channel for communication with key Members and thus the Membership at large.



This was seen as useful for both listening to, *demonstrating* listening to, disseminating information to the Membership, and helping to make Members aware of the wider issues the Board were responsible for.

It was also noted that the Advisory Board had the power to call a meeting with the Board, and this is discussed below under, *Holding the Board to account*. However, even though some Advisory Board Members were elected and others *ex officio*, it still suffered the problem of ambivalence on the part of some, and others taking on the bulk of responsibility.

This issue therefore relates to others in this document.

### **What does this mean now?**

The Representatives Committee replaced the Advisory Board in an attempt to create a more manageable and effective structure.

It is important to note that the Groups and Regions Standing Committees sit “below” the Representatives Committee with 4 representatives joining the Representatives Committee. The Groups and Regions Standing Committees are perhaps most synonymous with the old Advisory Board but might be seen as one step further removed from the Board than the Advisory Board was.

The comments about the loss of the Advisory board resonate clearly with other issues concerning Board succession, Member engagement and trust. Whatever the mechanism, the impact of this loss is noteworthy, and other comments demonstrate that the function of the Representatives Committee is not delivering fully.

Across a number of discussions there was a sense of a lack of understanding of the “new” structure and how it functions, including the role of the Groups/Regions Standing committees and how these relate to the governance of the RPS. Whilst the benefits of the Advisory Board have been missed, it could be, if they are seen as important, that these can still be realised in other ways, and recent changes to the running of RepCom have drawn some optimistic comments:

### **Other questions raised about the Representatives Committee**

- Currently, the PAGB has a representative sit on RepCom as a reciprocal arrangement. It was suggested this was inappropriate, and it might be more useful to have PAGB engagement at the Regions/Groups level.
- It was suggested that Group/Region Standing Committee Chairs may not be best as RepCom representatives *ex officio*, in part because of the need for a different skillset, but mainly as this adds to the burden of Chairing a Standing Committee and a Group/Region.

## **12. Standing Committee leadership and function**

Some comments related to the effectiveness of the committee structure below the Representatives Committee. The Representatives Committee is made of up the Chairs, *ex officio*, of the seven Standing Committees. As a general point for all, it seemed accepted that the Chairs should generally be appointed by the Board to improve effectiveness and communication.



The Special Interest Groups (“Groups”) and Regions Subcommittees are composed of all the Organisers and Chairs of Regions and Groups and form the largest bodies which represent the work and interests of volunteers and Members. Hitherto, the Chairs have been selected by the groups and Regions they represent. Views expressed indicated a dissatisfaction with these committees and indeed the lack of consistency amongst Group and Region leadership.

Conversations explored the potential of merging the Regions and Groups Standing Committees, and giving them more authority, although there was no clear detail on this. Tenure of Chair roles was also discussed, particularly in relation to limits of tenure, and it being locked in with the elections cycle, which is largely impractical.

The question of the healthy functioning of the committee structure relates very closely to that of communication and engagement with Members. Concerns were expressed about the focus on “HQ” meaning the health of volunteer-led activity failing,

It was strongly felt that the success of the RPS depends on this relationship and that Member engagement, activity and recruitment is vital to the RPS.

Generally, there was little discussion of the specifics of the Standing Committees defined in the constitution except to a limited degree:

- The importance of maintaining the profile of Science and the Science Committee being retained.
- A belief that there are too many committees and they hinder rather than promote good communication and efficiency.

### 13. The lack of strategy and management tools

When asked “how well governance works” it was common for the issue of strategy to arise. This also relates to the problem of poor communication and leadership from Board to committees. The need for strategy to provide the measures and tools by which the Board can execute their governance responsibilities was expressed, and the lack of leadership, clarity of purpose, and clear expectations of staff and volunteers repeatedly came up.

Clarity of purpose was also suggested as a solution to governance challenges.

### 14. Lack of clear documentation and up to date policies

Views were expressed around the lack of clarity and transparency for how things should be done, and by whom. Interviewees talked of governance being unclear and overly complex, and not being able to find the necessary documents to use as a guide for how they should go about things.

Documents were described as being out of date both in terms of regular review and in terms of regulatory compliance and current societal expectations.

### 15. Induction and training of lead volunteers

Related to purpose, strategy, communication and roles, the need to invest more time in inducting lead volunteers was raised several times.



## 16. Going digital and the loss of debate

Several remarks were made about the value of electronic voting and online meetings, especially with reference to the recent EGM under the constraints of the Coronavirus pandemic, although there was some frustration with the inability to make a proxy vote.

The value of permitting online attendance to meetings was recognised, principally because it will enfranchise Members from across the UK and around the world.

At the same time a question was raised about the risk that voting by electronic ballot prior to a meeting will stifle debate. It was felt that mechanisms would need to exist for discussion and written submissions to be widely available prior to any vote taken before a General Meeting.

## 17. Culture

Culture was mentioned a great deal and at times with great authority. Interviewees at times talked of a “lack of joyful purpose” and general unhappiness amongst Members. Despite individual best intentions and a common desire to be pulling in the same direction (one which seems largely undisputed), there is no getting away from the existence of cultural problems, and no easy solutions.

There was wide acceptance this issue goes beyond, “governance on paper” although culture is very much a governance issue.

## 18. Governance leadership & management

The need to professionalise the Board was frequently discussed with strongly held views, and this has been covered under the heading of *Board makeup*.

However, some remarked that there needs to be clear ownership for governance – its ongoing management and improvement. These comments came with assertions that sporadic governance reviews are not good enough, and that governance needs to be a constant work in progress.

It was suggested that there should be a specific staff role responsible for governance. Others suggested a specific Board member or committee should have ownership of the area.

This was highlighted as a significant area of governance risk, with examples of modern slavery, data protection, safeguarding, diversity and society’s expectations of best practice in charities and educational establishments.

## 19. Representation of international Members

The “Chapters’ Representative” title on the Representatives Committee was felt to be confusing and to limit the scope of the role, with the potential for it to cover all international Members.

## 20. Holding the Board to account

Issues were raised concerning the ability for Members to hold Council to account *in extremis*:

- Concerns about the number of Members needed to demand an EGM were expressed. The requirement is currently 200. It was felt this was too high.





- Furthermore, the Advisory Board used to be able to call a meeting of the Board if they thought a serious matter merited it. It was suggested that this provided a useful avenue for addressing concerns “in private” rather than the publicly via an EGM.
- Concerns were raised about the vagueness of criteria for acceptance of a Members’ resolution.
- A concern was raised about the restriction placed upon motions to change a By-Law within 3 years of it being made.

## Positives

Throughout interviews the focus of conversation was very much upon challenges and possible solutions. Nevertheless, many positive remarks were made about the RPS and its governance, and in particular recent efforts of the Board to improve communication and establish trust with the Membership.

Examples include:

- The current board and RepCom are working quite well now, but it feels like luck.
- We are getting things done now. We are now doing most things by consensus. We are establishing more trust with Members.
- The current Council appears to be a tight knit group.
- I think it’s working reasonably well right now, but that is partly down to good luck. We pull together reasonably well right now.
- There is genuine integrity in the trustees right now.
- I now find myself in a group of trustees that are functioning well. Really well. Academic, financial, representation of Membership, a professional photographer with reach in the museum sector and good business acumen, and a scientist who is incredibly measured and balanced.
- It’s all there on the website – the Charter – Bylaws, rules. We have the right meetings etc. On paper it’s 8/10.
- When he became an HonF, that was a huge achievement for him. That’s because the RPS signifies an immense level of success. It was a lifetime achievement. The RPS is the go to, to keep the medium alive, recognising great work and research. Holistically looking after the medium for the British people.
- Some of the stuff in recent months has been really good. President engagement is excellent. Online offering has been really successful.
- I think we did a very good job of clarifying what RepCom is about. We were able to trim the RepCom ToRs down to be much more focussed.
- RepCom has become much better – a think tank system is better, rather than people coming to air their grievances.
- The current board appear to be getting a grip, but it is not clear how they are going to solve it.
- Existing Council are working very hard and very carefully and considered with the good of the RPS at heart.
- I think the new approach with the Journal is an example of us going in the right direction and that, under the circumstances it was well “governed”. Modelled, implemented, communicated.
- I have no problems at all with the way in which the present Council is operating. and I do know they are doing that in very difficult circumstances.



- The transparency of publishing a review and putting up one's hand is very positive.
- Teaching students – I always talk about the RPS and the bursaries. Students get very excited about that. It can be something they can be a part of after university – through the bursaries for example. They give legitimacy – a badge of honour. It's not the letters after their name – but awarding the new generation and the older generation.



## Appendix D The author

Mike Taylor FRSA is an independent consultant providing services to the voluntary organisations and social enterprises, specialising in research, strategy, governance, leadership, business resilience and project management.

After a commercial career founding and growing a management development training consultancy later sold into employee ownership, he joined the voluntary sector, first as Trustee and Chair of two charities, and took on senior executive roles as Head of Fundraising, Head of Operations, and Chief Operating Officer.

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