

Summary of a meeting of the Fellowship Council to discuss Bye-law issues

5 October 2010

Chaired by Zena Martin, Member of Fellowship Council and Trustee

Introduced by Naaz Coker, Deputy Chair, Trustee Board,¹ and Matthew Taylor, Chief Executive

Naaz Coker

Introduced herself and explained the background to the Trustees' proposals:

- The Board had carried out a governance review 18 months ago by a panel including the immediate past Chair, Gerry Acher, and Philip Goldenberg, a former Trustee and lawyer.
- Discussions had been held about the two methods of appointing Trustees – either through co-option or election.
- It was felt that the election process had not produced Board members who had particular connections to the Fellowship – turnout at the elections had been very low.
- With the establishment of the Fellowship Council, and two of its members being co-opted as Trustees, the Board felt that the Fellowship had a 'greater say' through this process.
- Additionally, a Nominations Panel had been set up, split equally between Trustees and Fellowship Council members, to review Board appointments.
- The proposal this year had been for the vacancies for elected Trustee places not to be filled, although this did not prevent Fellows from putting their names forward as potential candidates for the Board.
- She understood that consultation was not as wide as it should have been and would represent the views of the Fellowship Council at the conclusion of the meeting to Luke Johnson, Chair, and the Trustee Board.

Matthew Taylor

- Apologised profusely for the misunderstandings the proposals had generated and took full responsibility.
- The proposals should have been brought to the Fellowship Council for discussion and a wider consultation undertaken within the Fellowship.
- This was a matter of much personal regret as his vision for the RSA was, and always has been, to have the Fellowship 'at the heart' of what the Society does (he drew members' attention to the increase in the budget given to Fellowship activities and the creation of the Catalyst fund).

Stephen King, Chief Operating Officer

- Confirmed, for the purposes of the discussion, that there were two Fellows' AGM motions submitted:

¹ Subject to concurrence at the AGM

- A proposal that the Board should be a fully elected body.² This had more than the required 25 signatures of support and would therefore have to be put to the AGM.³
- A proposal that a 'Governance Panel' be established to look at governance issues within the RSA. This also had more than the 25 required signatures of support and would therefore be put to the AGM.

Queries / comments / discussion from / with Fellowship Council Members

- Two overarching themes emerged:
 - Lack of clarity around the role of the Fellowship Council – does it have real power, or is it merely a 'talking shop'. Some concerns were expressed about it being a 'rubber stamping' body; additionally, although there had been indications that the Fellowship Council would move to being fully elected, this was only a vague understanding and there needed to be a declared intent.
 - The bye-law proposals as they currently stood were undemocratic and unfair and would mean a reduction of democracy within the RSA, causing genuine concern among Fellows – this was particularly noted by those members representing regions.
- Various views were expressed from within the Fellowship Council members, ranging from:
 - Support for the existing proposals from the Trustees.
 - Support for a fully elected body.
 - The need for the Fellowship Council to 'take responsibility for itself' and really grasp the issues.
 - Other approaches to bring about resolution of this issue, for example: while recognising that Board members needed to have certain skills and competences (and that it is a large trading organisation), a majority of Trustees could be elected from within the Fellowship through a self nominating process, with vetting against defined criteria. This process would arrive at a body of Fellows judged to be 'equal to the task', which could then be put to the Fellowship for election (retaining a minority of co-opted places).
- Specific questions put forward on behalf of the South West, London and Yorkshire Regions:
 - Was the RSA aware of the problems with the timing of the AGM and what about the two previous AGMs, which might be considered invalid? Why was this Bye-law proposal not brought to the Fellowship Council?
 - Stephen King responded that the situation had not been handled in the optimal way regarding giving all Fellows adequate advance notice of the (now postponed) October AGM. In his experience, the RSA had not been in the habit of sending Fellows notice to advise of the date of its AGMs, and, although the dates of AGMs had been

² There were two motions in circulation, but as these both had the same wording, they would be counted as one motion for the purposes of the discussion and submission to the AGM.

³ Confirmed by Rosamund McCarthy, the RSA's lawyer, who was present at the meeting

available in various fora, they had not been advertised prominently enough. In future, the date would be advertised clearly, for example in the Journal or another channel. He also said that he was unaware of any reason why previous AGMs should be considered invalid.

- Conclusion to the discussion:
 - There was strong agreement that the current Trustee proposals should be withdrawn.
 - There was very strong support for the idea of a Governance Panel (similar to the motion submitted by Rudi Plaut).
 - There was far less support for the idea of a fully elected Trustee Board.

Vote by Fellowship Council

It was agreed that a vote should be taken on the following proposals:

- The Trustee Board should be asked to withdraw its current proposals to the AGM.
- The Fellowship Council supported the motion to set up a Governance Panel.
- While recognising that the motion to move to an elected Trustee body had sufficient signatories to mean it must be put to the AGM, the Fellowship Council did not endorse this proposal in the light of the above.

The proposals were supported by an overwhelming majority of Fellowship Council members and Naaz Coker was asked to report back to Trustees.

Conclusion by Bob Porrer, Incoming Chair, Fellowship Council

- Thanked everyone present for a constructive debate and a sensible way forward.
- Noting some of the key elements of the discussion, the Governance Panel (if agreed by the Trustee Board) should look at:
 - Clarifying the role of the Fellowship Council and the intention to move to a fully elected body (whether incrementally or over time).
 - The role of the Regions and the ongoing difficulties in relationships with JAS.
- In conclusion, he looked forward to providing the right support for Belinda Lester, Director of Fellowship and her team, to take matters forward and make real progress.