

SGM Resolutions - DRAFT

We, the undersigned, call for a Special General Meeting (SGM) of the RSA Fellows to consider the following resolutions, to be voted on separately, not as a whole.

The SGM should be a hybrid meeting, both physical and virtual. Given the involvement of the Trustees and Management in the issues raised, the Electoral Reform Society or an equivalent neutral third party should chair the meeting and conduct the votes.

First resolution: To establish an independent panel to investigate allegations of systematic bullying and intimidation of staff

It is noted that several RSA fellows have received multiple reports of bullying and intimidation of staff dating back several years. This amounts to a prima facie case requiring an independent investigation involving current and past staff.

The current and past staff raising these reports do not believe the existing procedures will address the issues.

The question is not about individual cases per se but about a generic culture and attitude which is damaging to staff and contrary to the principles of the RSA.

It is therefore resolved that an independent inquiry is set up with the authority to receive (and maintain confidentiality in) all and any reports from current and past staff members. The RSA will aid the Inquiry in making contact, where possible, by email or other means or with all current and past staff for three years in a form specified by the enquiry.

The Inquiry will determine if there is a substantive case that the RSA leadership needs to answer and, if so, recommend actions without restriction.

The Inquiry should provide an interim report six weeks after its formation. The report will determine how it will proceed if there is a case to answer.

The report shall also be made available to the Recognised Staff Union.

The enquiry shall consist of three independent persons: one nominated by the Trustees, one by the Recognised Staff Union, and a Chairperson. The Chairperson shall be appointed by agreement by the other two. If an agreement cannot be reached, the Charity Commission will be asked to make the appointment. To avoid doubt, independence means that the Trustees may only appoint someone who is not a

current trustee or has been one in the last three years. The Union may not appoint any current or past Union member.

Second resolution: Qualification for Fellowship

The RSA has historically required some form of qualification to use the post-nominal 'FRSA'; however, the decision to move to a membership-only model appears to have been made without consultation with Fellows, potentially damaging the value of the RSA Fellowship. We recognise the need to increase the diversity of the Fellowship; however, the use of the post-nominal should require more than simply paying an annual fee.

The Trustees and the Fellowship Council are mandated to initiate a consultation with the Fellowship and present a range of options, from membership only to more rigorous screening or possibly separating membership from the Fellowship to the next AGM or an SGM for resolution. If both the Trustees and the Fellowship Council agree, this process may resolve the issue by ballot, using STV or similar.

Third resolution: Consultation of Fellows

In light of concerns such as those in resolution two, it is further resolved that the bylaws of the Fellowship be amended to prevent the Executive or Trustees from making substantive changes without the consent of the Fellows in an AGM or SGM if necessary.

Fourth resolution: Governance of the RSA

There has been a series of issues which suggest that the organisation's leadership needs more effective scrutiny.

These issues include

- ◆ Intimidation of staff
- ◆ Unauthorised dilution of membership criteria
- ◆ Peremptory silencing of Fellows attempting to raise issues at the last AGM
- ◆ Disrespectful and arrogant rejection of findings by an employment tribunal
- ◆ The granting of room bookings to politically controversial tenants without due diligence and risk management
- ◆ Refusal to recognise a legitimate trade union
- ◆ Dismissal of concerns raised by Fellows

The combination of all these issues leads to the conclusion that the RSA has governance issues. Decisions appear to be made, and the leadership is adopting new courses of action without regard for accountability to Fellows or full consultation.

It is therefore resolved that an investigatory panel be established with one Trustee, one representative of the Fellowship Council, a representative of the Recognised Union, and five further members, nominated and elected by the Fellows, to conduct a broad review of how Trustees are appointed and the balance of backgrounds, how much authority is given to the CEO (and if this is an appropriate title and model), and the engagement of the Fellows (not consultation) in strategic decision-making.

This group's membership should include at least one person with experience and authority in Governance issues in the sector, one representative of the Arts, and one from Industry. The other two should be open nominations elected by the Fellows.

Fifth resolution: Fellowship Council - short-term pending wider review

With Immediate effect, centralised appointments of the Fellowship Council should cease and be replaced with open nominations and free elections by all Fellows.

Sixth resolution: Union Dispute disclosure

Regardless of whether the dispute has been resolved at the time of the SGM, we resolve that the RSA should declare all any expenditure incurred directly or indirectly in respect of legal fees and consultant fees that have in any way related to the union, the dispute and collective bargaining, and provide a complete list of all lawyers & consultants are being used commissioned in the last three years, listing the sums expended or committed and their purpose. If the Trustees deem any matter confidential, they may note that the purpose is redacted, but the contractor and monies spent or committed shall still be declared.

Seventh resolution: Union Dispute resolution

Any threats of legal action against the Union should be withdrawn, and no further action should be taken unless required by Law, in which case they should be declared to the Fellowship. Existing or past legal threats should be fully disclosed to the Fellowship with a full explanation of why they were initiated by the Director or Trustees, as appropriate.

Further voluntary recognition of the Union should take place in accordance with their 2022 request without further dispute.