

FELLOWSHIP COUNCIL – TERMS OF REFERENCE

(Approved in 2020)

The Fellowship Council shall be a representative forum for the Fellowship and shall have such specific purposes as may be prescribed by these terms of reference. These terms of reference shall in the first instance be prescribed by the Board; they may thereafter be amended from time to time by the Board in consultation with the Fellowship Council.

1. Mission and Purpose

1.1 The Fellowship Council role is three-fold; to help support and build Fellowship activity; to support and consult on the development of programmes of work; and to play its part in the governance of the RSA. The remit of the Fellowship Council will evolve in conjunction with the strategic direction of the RSA, in partnership with and as directed by the Trustees.

1.2 **Activity:** It has a primary role of starting, supporting and developing the Fellowship activity in local areas, either to support engagement with RSA programmes or in response to local Fellows' needs and interests, in alignment with the RSA's vision and values.

1.3 **Consultation on programmes:** It has a role of supporting ongoing development of RSA programmes of work, particularly through consultation with Programme Councillors who will act as supportive friends during programme development and delivery, embedding the role of Fellows at their heart.

1.4 **Governance and representation:** It has a secondary governance function to be the pool from which some Governance positions are drawn and as an informal conduit of Fellow opinions and enabling wider connections to be made.

2. Objectives

The objectives of the Fellowship Council are to:

- (a) further the values, aims and objectives of the RSA and its Fellowship;
- (b) to start, support and develop local groups supporting the RSA in its agreed strategic objectives;
- (c) Support effective working relationships between the Fellowship and Trustee Board, RSA staff and national, areal, local and interest-based groups of Fellows, with mutual communication and accountability. In particular the Fellowship Council will liaise closely with and support the Fellowship Department in all aspects of its work;
- (d) raise the profile of the RSA through the activities of its Fellowship;
- (e) identify, encourage and support best practice in Fellow-led network development, projects and activities;
- (f) engage Fellows in the development of, and ensure Fellow understanding and endorsement of, RSA programmes, projects and activities;
- (g) underpin and give additional credibility to the work of the Fellowship;
- (h) working with leaders of area groups, support the range of activities by Fellows in their area, and the needs of area committees/panels, local networks, project groups and other groupings of Fellows.

3. Function

The Fellowship Council will:

- (a) represent the interests of the Fellowship, within the wider strategic context and direction of the RSA;
- (b) work with RSA staff to encourage activities among Fellows which contribute to the RSA's aims and values, and discourage those that do not;

(c) may act as a consultative body for Trustees and management, discussing and advising on strategy, policy, programme development and operational matters as appropriate;

(d) hold stimulating, constructive and outcome focused discussions on Fellow and Fellowship related issues;

(e) Facilitate two-way communication with the Fellowship in the areas, liaising closely with area committees/panels and other groupings as appropriate

(f) provide recommendations on Fellow-led activities and outputs; and

(g) At the request of the Trustee Board, advise on appropriate standards of conduct to be applied by the Trustee Board where the conduct of individual Fellows or groups of Fellows could be damaging to the reputation of the RSA and the Fellowship.

4. Project Working Groups

4.1 The Fellowship Council will establish project working groups to undertake detailed work in priority action areas determined by members of the Fellowship Council, in partnership with RSA staff and Trustees and in consultation with the wider Fellowship.

4.2 Membership of the project working group will reflect knowledge, skills and perspectives required to inform and advance the project streams. The project working groups will:

(a) be convened by a member of the Fellowship Council and include at least one member of RSA staff;

(b) develop project plans specifying actions, milestones, output measures and outcomes; and

(c) provide regular briefings and progress reports to the Fellowship Council.

5. Membership

5.1 The membership processes and arrangements for the Fellowship Council will be determined by the RSA Trustees in consultation with the Fellowship Council, in accordance with Bye-Law 7.

5.2 In accordance with Bye-Law 7.2, the Fellowship Council will consist of up to 34 members:

- **5.3: Selected Programme Councillors:** There shall be up to 12 Programme Councillors tasked with engaging Fellows and supporting the work of the Society within areas of work designated by the Board who shall be appointed by a Selection Panel under Bye-Law 8.7 (these are appointed by selection, by RSA Chair, RSA Fellowship Council Chair and CEO or their representatives).
- **5.3 Elected Area Councillors:** Up to 22 shall be elected by the Fellowship in Regions/Nations and other such similar representative groupings in accordance with Bye-Law 7.2(b) shall be composed of two Councillors representing each of the five areas of England; each of the three nations of Wales, Scotland and Ireland; each of the two international affiliates Oceania and US and two representing the rest of the world.

5.5 If there is a casual vacancy on the Fellowship Council, the Nominations and Governance Panel may restore the number of the Fellowship Council's members to at least 34 by appointing additional appointments.

5.6 In accordance with Bye-Law 7.3, terms of office for Fellowship Councillors will normally be two years, and may be followed by another consecutive two year term. Any Fellowship Councillor who has served for four consecutive years may not be re-appointed or re-elected until after an interval of at least one year.

5.7 The Fellowship Council will elect a Chair and Deputy Chair from its membership, at least one of whom must be an elected Fellowship Councillor. These positions will have a term of two years, renewable for a further term and the Chair and Deputy Chair will continue to hold their office for the full duration of their appointment notwithstanding Bye-law 3. A Chair or Deputy Chair cannot serve for more than two consecutive Fellowship Council terms.

5.8 The Fellowship Council Chair and Deputy Chair may, on completion of their term, remain as Fellowship Councillors if appointed by the Trustees or elected by the Areas.

5.9 Elections to the position of Fellowship Council Chair and Deputy Chair shall take place in the five months after the AGM establishing the Fellowship Council.

6. Fellowship Council representation on the Board

Two members of the Fellowship Council will be co-opted by the Trustees to represent the Fellowship Council on the RSA Trustee Board. One of these will be offered ex-officio to the Chair, or, if he/she does not wish to take on the role, to the Deputy Chair, with the other Trustee representative being elected by members of the Fellowship Council following consultation with the Trustee Board and Nominations and Governance Board on skills requirements of the Trustee Board. If neither the Chair nor Deputy Chair wishes to take on the role, this will be also filled by election from the Fellowship Council. The Nominations Panel shall consider the eligibility of potential nominees and shall recommend to the Trustees nominees for appointment to the Board as representatives of the Fellowship Council. Fellowship Councillors who have previously been RSA Trustees will not be eligible.

7. Governance

7.1 The Fellowship Council will meet formally on at least three occasions each year.

7.2 Any decisions or recommendations of the Fellowship Council must be passed by a majority of the Fellowship Councillors present at a quorate Fellowship Council meeting.

7.3 No decisions or recommendations shall be made at a meeting of the Fellowship Council unless a quorum is present. A quorum will be at least 10 Fellowship Councillors.

7.4 The Chair or, in his or her absence, the Deputy Chair shall preside at every meeting of the Fellowship Council and shall be responsible for the proper conduct of those meetings in accordance with these Terms of Reference. In the absence of both the Chair and the Deputy Chair, the Fellowship Councillors present shall elect one of their number to chair the meeting.

7.5 The Fellowship Council will report to the Board of Trustees via the Fellowship Council co-options to the Board of Trustees.

7.6 Trustees, the Chief Executive, Chief Operating Officer, Chief Research and Impact Officer and other senior management staff may attend meetings of the Fellowship Council, with other staff and Fellows invited when appropriate and with the agreement of the Chair of the Fellowship Council.

7.7 The Director of Strategy and Governance will act as secretariat to the Fellowship Council.

7.8 The Fellowship Council will also work closely with the Chief Executive of the RSA, and the Chair of the Trustees.

8. Resignation and removal of Fellowship Councillors

8.1 A Fellowship Councillor shall cease to hold office if:

(a) he or she gives written notice of his or her resignation to the Chief Executive and such resignation has taken effect in accordance with its terms;

(b) he or she submits a written offer to resign to the Fellowship Council and that offer is accepted by the Fellowship Council;

(c) he or she is convicted of a criminal offence and receives a custodial sentence (whether immediate or suspended);

(d) the Nominations Panel decides that he or she be removed from office on grounds that his or her conduct has materially disrupted the working of the Fellowship Council or has brought (or, on a reasonable view, has risked bringing) the Fellowship Council into disrepute or is otherwise inimical to the best interests of the Fellowship Council. Such a decision shall not be taken unless he or she has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or

of making written representations to the Nominations Panel. The Chair or Deputy Chair of the Fellowship Council may make a recommendation to the Nominations Panel that a Fellowship Councillor be removed from office where they consider that circumstances exist justifying his or her removal from office (and where the recommendation relates to the Chair or the Deputy Chair, 15 or more Fellowship Councillors may make the recommendation); or

(e) he or she ceases to be a Fellow.

(f) he or she is absent without good cause from two consecutive meetings.

(g) he or she ceases to respond to communications from other Councillors or staff for more than a month.

8.2 For the avoidance of doubt, a Fellowship Councillor who ceases to hold office under paragraphs 8.1(a) to (g) above shall continue to be a Fellow of the RSA unless he or she is otherwise expelled as a Fellow in accordance with the Charter and Bye-laws.

8.3 If a Fellowship Councillor is a Trustee and ceases to hold office as a Fellowship Councillor, he or she will be invited by the Chair of the Board of Trustees to resign as a Trustee.