

**FELLOWSHIP COUNCIL – DRAFT UPDATED TERMS OF REFERENCE**  
**(May 2025)**

**1. INTRODUCTION**

1.1 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.

**2. MISSION & PURPOSE**

2.1 The role of the Fellowship Council is three-fold:

- (a) **To support and build activity:** It has a primary role of starting, supporting and developing 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.
- (b) **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.
- (c) **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.

2.2 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.

**3. OBJECTIVES FOR INDIVIDUAL FELLOWSHIP COUNCILLORS**

3.1 The objectives of individual Fellowship Councillors in partnership with RSA staff are to:

- (a) further the values, aims and objectives of the RSA and its Fellowship;
- (b) start, support and develop local groups supporting the RSA in its agreed strategic objectives;
- (c) work with the leaders of local area groups, support the range of activities by Fellows in their area, and the needs of area teams, local networks, project groups and other groupings of Fellows;
- (d) identify, encourage and support best practice in Fellow-led network development, projects and activities;
- (e) raise the profile of the RSA through the activities of its Fellowship;
- (f) engage Fellows in the development of, and ensure Fellow understanding and endorsement of, RSA programmes, projects and activities.

(g) to actively support the identification, engagement and recruitment of prospective fellows.

#### 4. OBJECTIVES OF THE FELLOWSHIP COUNCIL

4.1 The collective objectives of the Fellowship Council are to:

- (a) liaise closely with RSA staff and support the Fellowship Department in all aspects of its work;
- (b) represent the interests of the whole Fellowship, within the wider strategic context and direction of the RSA;
- (c) discuss and work with RSA staff to share best practice, encourage activities among Fellows in line with the RSA strategy, aims and values, and discourage those that do not;
- (d) act as a consultative body for Trustees and management, discussing and advising on strategy, policy, programme development, operational and disciplinary matters as appropriate in an outcome focussed way;
- (e) support two-way communication with the Fellowship in the areas, liaising closely with area teams and other groupings as appropriate;
- (f) contribute to the governance of the RSA by contributing two representatives to the RSA Trustee Board and three members to the Nominations and Governance Panel.

#### 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 25 members:

- (a) **Selected Programme Councillors:** There shall be up to 3 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).
- (b) **Elected Area Councillors:** Up to 22 shall be elected by the Fellowship in Areas/Regions/Nations and other such similar representative groupings as determined by the Board in accordance with Bye-Law 7.2(b) and as presented at Appendix A.
- (c) All applicants for the role of Fellowship Councillor will be assessed against the agreed role criteria and the Fellowship Charter. The assessment will be undertaken by a sifting panel comprising a senior member of RSA Staff, a member of the Board and a current member of the Fellowship Council.

5.3 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, see Bye-Law 7.3 for reference, to at least 10 and not more than 25 by appointing additional councillors.

5.4 In accordance with Bye-Law 7.3, terms of office for Fellowship Councillors will normally be three

years, and may be followed by another consecutive three-year term. Save as permitted by Bye-law 7.7, any Fellowship Councillor who has served for six consecutive years may not be re-appointed or re-elected until after an interval of at least one year.

5.5 In accordance with Bye-Law 7.7, the term of office as defined by Bye-Law 7.4 and 7.5 of a Fellowship Councillor may be extended by decision of the Trustee Board in consultation with the Fellowship Council for a period up to but not more than 12 months. Where such a decision is made by the Trustee Board the corresponding terms for those individuals elected to the Trustee Board as defined by Bye-Law 3.2(c) and Bye-Law 3.6 shall also be extended.

## **6. GOVERNANCE**

6.1 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 three years, renewable for a further term. Saved as permitted by Bye-Law 7.7, a Chair or Deputy Chair cannot serve for more than two consecutive Fellowship Council terms. Notwithstanding Bye-law 7.3, following the end of such term, they shall continue to hold such office for six months or until an incoming Fellowship Council elects a new Chair and Deputy Chair, whichever is the sooner. Subject to Bye-law 7.3 they may remain as a Fellowship Councillor thereafter.

6.2 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.

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

6.4 In accordance with Bye-Law 3.2c two members of the Fellowship Council will be elected by the Fellowship Council to serve on the 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 a position on the Trustee Board, this can be 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.

6.5 The Fellowship Council and the Board jointly appoint a committee called “The Nominations and Governance Panel”. The Nominations and Governance Panel consists of six members, of whom three each are appointed by and from (i) the Board and (ii) the Fellowship Council.

6.6 The Fellowship Council will establish a Senior Leadership Group consisting of its elected officers (the Chair, Deputy Chair, additional trustee, and Fellowship Council members of the Nominations and Governance Panel) to meet at approximately monthly intervals with senior staff from the Fellowship Department.

6.7 The Senior Leadership Group will:

- (a) be convened by the Chair of the Fellowship Council and include at least one member of RSA staff;
- (b) monitor and progress the work of Fellowship Councillors and the Council in between its meetings;

(c) facilitate liaison, information sharing and work with the Fellowship Department.

6.8 The Fellowship Council may establish project working groups from time to time to undertake detailed work in priority action areas or regions as determined by members of the Fellowship Council in partnership with RSA Staff and Trustees.

6.9 Membership and Terms of Reference for any project working groups should be defined and agreed in advance of any project commencing alongside specified outcomes and project milestones. The project working group should be convened by a member of the Fellowship Council and the composition should reflect the knowledge, skills and perspectives required to inform and advance the project streams. Regular briefings and progress reports should be provided.

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

6.11 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.

6.12 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.

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

6.14 Trustees, the Chief Executive, Chief Operating Officer and 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.

6.15 The Director of Fellowship will act as secretariat to the Fellowship Council. The Fellowship Council will also work closely with the Chief Executive of the RSA, and the Chair of the Trustees.

## **7. ELECTIONS**

7.1. In accordance with para 7.2 of the Bye-Laws fellowship councillors who represent areas shall be elected by the Fellowship in the corresponding locality and other/programmatic councillors shall be appointed by a selection Panel in accordance with para 8.7 of the Bye-Laws.

7.2 An outline scheme of election is at Appendix B and any substantive changes should be approved by the Nominations and Governance Committee from time to time.

7.3 If by virtue of insufficient nominations, or a casual vacancy arising, or the Fellowship Council at any time becoming less than 10 members, then the Nominations and Governance Committee may make additional appointments to restore its number. Any such appointments shall serve until the expiry of the term of office applicable to the vacant position.

## **8. RESIGNATION AND REMOVAL OF FELLOWSHIP COUNCILLORS**

8.1 A Fellowship Councillor shall cease to hold office if:

- (a) In accordance with Bye-Law 9, 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.
- (e) the Chair or Deputy Chair of the Fellowship Council may make a recommendation to the Nominations and Governance 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). The Chair will request the resignation of a Councillor or make such a recommendation to the Nominations and Governance Panel for removal when: an elected Councillor fails to satisfactorily fulfil their duties to their local area; or where a substantive move out of area is likely to mean that they can no longer do so.

Or;

- f) he or she ceases to be a Fellow.
- g) he or she is absent or does not contribute without good cause from two consecutive meetings. An invitation to contribute to Council meetings via email is also given to all Councillors. Good cause will therefore need to be substantive (family bereavement, hospital appointment, etc) to justify lack of attendance or email contribution to Council for a significant period of 6 months or more.
- h) 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 7 (a) to (h) 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. **Appendix A – Laydown of the Fellowship Council (2025)**

Areas/Regions/Nations and other such similar groupings in accordance with Bye-Law 7.2(b) will be represented by such number of councillors as determined by the Board of Trustees/Noms and Govs

and reviewed on an annual basis in order to ensure ongoing alignment with the strategic priorities of the RSA.

**Fellowship Council (Proposed 2025)**

<b>Geography</b>	<b>Allocation</b>
London	2
Southeast Commuter Belt	2
Central	2
North	2
Southwest	2
Americas	2
Scotland and the Borders	2
Asia & Oceania	2
Europe & Africa	2
Wales	2
Ireland	2
Programmes	3

**Appendix B – Scheme of Election (2025)**

In accordance with para 7.2 of the Bye-Laws fellowship councillors who represent areas shall be elected by the Fellowship in the corresponding locality and programmatic councillors shall be appointed by a selection Panel in accordance with para 8.7.

If by virtue of insufficient nominations, a casual vacancy arising, or the Fellowship Council at any time becoming less than 10 members, then the Nominations and Governance Committee may make additional appointments to restore its number. Any such appointments shall serve until the expiry of the term of office applicable to the vacant position.

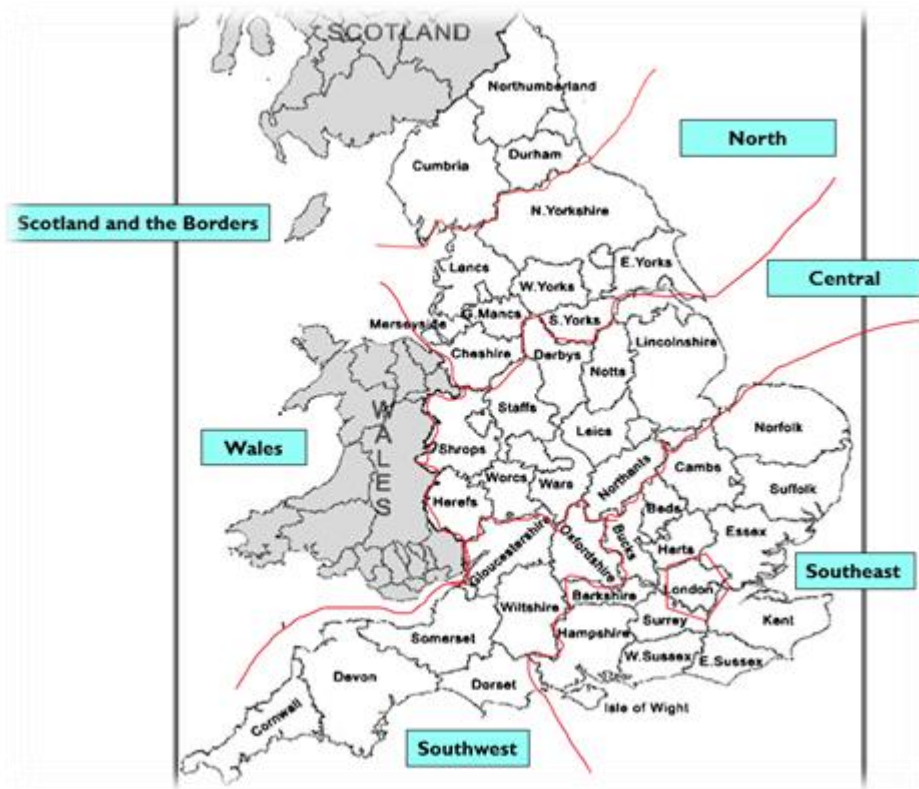
An outline scheme of election is below:

<b>OUTLINE SCHEME OF ELECTION</b>		
<b>Timings</b>	<b>Activity</b>	<b>Remarks</b>
May	Notify Fellowship Applications due to open and outline scheme of election	Area Mailings, Website and other Channels
Early June	Applications Open for Area and Programmatic Councillor positions	Using HR platform or similar platform. Applicants provide a statement and optional video if technically possible.
Early July	Applications Close for Area and Programmatic positions	Allow at least one calendar month for applications to be submitted.
Late July	Programmatic Councillors Interviews and Selections	Selection panel comprised as per Bye Law 8.7
Early August	Voting Opens	Using MiVoice or similar platform. Fellowship vote for preferred candidates in their Area sub-divisions.
Early October	Voting Closes	
October	Declaration of Results	AGM

This is an illustrative timeline based on an October AGM date and can be adjusted as needed. Any substantive changes to the scheme of election should be approved by the Nominations and Governance panel from time to time and the results of the election are announced at the Annual General Meeting.

In 2025 there are 'all out' elections moving to 'staggered elections' thereafter. The council term will be staggered over the next three years (2025-28), taking into consideration that members may stand down for personal reasons or due to relocation. In the event that natural turnover does not provide the required balance by 2028, the Chair of the Fellowship Council will first seek volunteers to assist with the process. Should this approach prove unsuccessful, a lottery will be implemented to ensure fairness in the remaining appointments.

## AREAS FOR ENGLAND, SCOTLAND AND WALES



## GLOBAL AREAS

AutoSave Off Areas • Saved to this PC

File Home Insert Draw Design Layout References Mailings Review View Help Acrobat

Clipboard Font Paragraph Styles Editing Comments Share

Find Replace Select Create a PDF Dictate Voice Sensitivity Editor Add-ins

Americas	2
Asia & Oceania	2
Europe & Africa	2
Programmes	3

**MAP OF THE DEFINED AREAS FOR ENGLAND, SCOTLAND & WALES**

**GLOBAL (Indicative Only)**

The Americas

Europe and Africa

Asia and Oceania

Page 2 of 2 82 words Text Predictions: On Accessibility: Investigate Display Settings Focus 100%