

Reference	BOT21/SEPT/13
Date	Wednesday, 15 September 2021

## General Assembly

# Final consultation results on the proposed changes to the Bye-Laws and Regulations

## Report from the Chair of the Board of Trustees

### FOR CONSIDERATION AND DECISION

The BOT is asked to:

- consider the feedback received during the final consultation process as set out in points 4.1 and 4.2; and
- note the advice of the external solicitor that Regulation 7.1 is functional and functions should not be set out in the Regulations. The BOT therefore agrees to delete Regulation 7.1 on the basis that it is inconsistent with the Bye-Laws.

### 1. Introduction

The RTPI is a charity incorporated by Royal Charter. It is governed by a Board of Trustees. The RTPI's governance rules are set out within the Royal Charter, By-laws and Regulations, the Constitution. There are different procedures for making changes to these documents.

Changes to the Bye-laws can be made independently of the changes to the Charter. Bye-laws can be 'revoked, amended, or added to' by a resolution approved by at least 75% of chartered members voting in a ballot or voting at or in advance of a duly convened general meeting, as long as the changes do not conflict with the Charter or current laws. Changes are then subject to approval by the Privy Council through a sealed order. The last amendments, involving changes to membership classes, were made in February 2018. The 2019 Constitutional Review does make proposals which will require changes to Bye-Laws

Changes in Regulations can be made by the Board of Trustees as long as they are not inconsistent with the Charter and Bye-laws and the General Assembly is consulted and their views taken into account before "any change of substance to any Regulation". There is no need for further member wide consultation or a ballot for changes to the Regulations.

Outputs from the consultation do not need to be adopted as long as they are considered by the Board of Trustees ('taken into account')

The board effectiveness review is reaching its conclusion. The existing Bye-Laws and Regulations require amendments with the recommendations as agreed by the Board of Trustees and consulted with the General Assembly.

A resolution on the changes to the Institute's Bye-Laws is planned to be put to a ballot of all eligible members by the end of November 2021.

## **2. Solicitor review and Privy Council informal stage sounding**

Simultaneous to the final consultation with the General Assembly and the Nations and Regions, the Solicitor has done an initial review of the amended Bye-Laws and Regulations. The final files have again been shared with the Solicitor taking after making the suggested changes during the review. The suggested changes that have been undertaken were well within the spirit of the already agreed changes by the BOT and consulted by the GA. These have been explained in section 4.1 of the report.

The final files are planned to be shared with the Privy Council for their informal sounding, after the BOT have reviewed the consultation results for the consultations during August 2021. Under normal circumstances, the Privy Council takes around 4-6 weeks to conduct their informal stage approval.

A formal application to the Privy Council will be submitted after seeking approval of the members through ballot.

## **3. General Feedback from the GA, Committees and the Nations and Regions**

The BOT Chair reported progress on the board effectiveness review to the General Assembly at each of its meetings during 2020 and 2021. Formal consultations with the GA have been undertaken at their meetings in June 2020; January 2021 and June 2021.

The BOT did a thorough review of the feedback from the General Assembly, Committees, Nations and Regions received until July 2021 and decided the recommendations in line with the NCVO and the Charity Good Governance Code as published by the Charity Commission.

In their meeting in July 2021, the BOT advised to conduct a final consultation process in August 2021. The GA, RMBs and NECs were invited to provide final feedback from 05-25 Aug and the comments received during this period are mentioned in Section 4 of the report.

The general feedback was that this was the fine detail and that much of the larger issues had been through comprehensive consultation. The GA, Committees and the Nations and Regions expressed their appreciation for the work undertaken so far and the breadth of the consultation. It was also noted that it was clear where that consultation had been woven to make the changes to the Bye-Laws and the Regulations.

## **4. Final Consultation result for the Trustees to consider and agree**

### **4.1 Feedback received to perform straightforward changes:**

- (a) To perform the relevant changes throughout the Bye-Laws and Regulations that he/she is changed to say they; his/her is changed to say their/them; himself/herself is changed to say themselves.
- (b) The general feedback was very supportive. The Regulations address the issue of non-attendance at the Committee Meetings, which has been specifically supported.

### **4.2 Feedback which require BOT's consideration and decision:**

Feedback from the Yorkshire Region as referred by Christine Naylor (Yorkshire GA Rep) along with a reply for the same from the BOT Chair is attached with this paper as **Annex A**.

Apart from the above and as set out in 4.1, no other feedback was received.

#### **4.2.1 Referring the above feedback, the following is the actual wording of Bye-Law 37 and Regulation 7.1:**

##### **Bye-Law 37**

37. There will be a General Assembly of the Chartered Institute which shall:

**37.1 act as a forum for debate about the development of planning policy and practice, the corporate policy of the Chartered Institute and other issues relevant to the objects of the Chartered Institute.**

37.2 elect Trustees in accordance with Bye-law 58.2 and fulfil such other functions as are conferred on it by these Bye-laws or Regulations;

37.3 replace any Trustee but only in accordance with Bye-law 65;

37.4 respond to any matters on which it is consulted by the Board of Trustees in accordance with these Bye-laws;

37.5 fulfil such other functions as are conferred on it by these Bye-laws or by Regulations;

37.6 advise the Board of Trustees on such matters and undertake such other tasks as are referred to it by the Board of Trustees.

##### **Regulation 7**

##### **Terms of Reference**

**7.1 The General Assembly shall have power to determine the Institute's stance on matters of public policy and planning practice.** In the exercise of this power the General Assembly shall have regard to views expressed by Nations, Regions and Networks as well as by relevant committees, panels or other groups within the Institute. The Board of Trustees shall seek to ensure, subject to budgetary constraints and the claims of competing priorities, that adequate resources are made available to the work of the General Assembly for the exercise of this power.

#### **4.2.2 Background information and the current status of amendments agreed by the Trustees to be made to Bye-Law 37 and Regulation 7:**

The BOT in their meeting on 26 May 2021 agreed that the role of the GA is to remain as described in Bye-Law 37.1 that is to act as a forum for debating matters of policy, rather than a role in determining the Institute's policy position. The Board of Trustees (BOT) had also approved this approach at the December 2020 Trustees meeting.

**The basis of the Trustees decision was that:** Regulation 7 which sets out in more detail the role of the GA conflicts with Bye-Law 37.1 and therefore requires changing to ensure accuracy and consistency of the governing documents. The BOT noted that in terms of inconsistency between the provisions of the Bye-Laws and the Regulations, the provisions mentioned in the Bye-Laws supersede the provisions mentioned in the Regulations. The provisions mentioned in the Regulations cannot go beyond the rules/powers/subject matter mentioned in the Bye-Laws.

To remove the inconsistencies, the BOT had agreed to make the following changes to Regulation 7.1 with no suggested change to be made to Bye-Law 37. The Trustees had agreed the following amendment as it reflects the position as it stands at the moment and also puts everything in one place.

#### **Here's the tracked changes version of the agreed changes to be made to Regulation 7.1:**

The General Assembly shall have the functions power conferred on it by Bye-Law 37. These functions are to debate policy, to elect Trustees, replace Trustees, respond to consultations and undertake tasks referred to them by the Board of Trustees. to determine the Institute's stance on matters of public policy and planning practice. In the exercise of its functions this power the General Assembly shall have regard to views expressed by Nations, Regions and Networks as well as by relevant committees, panels or other groups within the Institute. The Board of Trustees shall seek to ensure, subject to budgetary constraints and the claims of competing priorities, that adequate resources are made available to the work of the General Assembly for the exercise of this power.

**4.2.3 Feedback received from the Solicitor on the above amendment to Regulation 7.1:** The following is the feedback received from the Solicitor on the above suggested changes as agreed by the Trustees in their meeting on 26.05.2021.

- The functions should not be set out in the Regulations - doing so means that the regulation will need to be updated every time Bye-Law 37 is updated, and also the functions should not be precised in this way.

## **5. Recommendation from the BOT Chair and Hon Solicitor and Secretary**

The BOT is asked to:

- consider the feedback received during the final consultation process as set out in points 4.1 and 4.2; and
- note the advice of the external solicitor that Regulation 7.1 is functional and functions should not be set out in the Regulations. The BOT therefore agrees to delete Regulation 7.1 on the basis that it is inconsistent with the Bye-Laws.