



Member ballot on constitutional changes – explanatory note

1. ABOUT THE CHANGES

- 1.1 As a Royal Charter body, The British Psychological Society (BPS) is governed by a Royal Charter, Statutes and Rules. Changes to the Charter and Statutes must be approved by the members of BPS, as well as by the Board of Trustees and the Privy Council, whereas the Rules can be changed by the Trustees and members of BPS without Privy Council involvement. The Charter and Statutes were last amended in 2017 and the Rules were last amended in 2019.
- 1.2 Over the last few years, we have been consulting with members in relation to proposed reforms that fall broadly into two categories: (1) changes to BPS' membership grades framework and (2) changes to the governance of BPS. We have revised and refined the proposals based on your feedback and taken advice from our specialist charity legal advisors in relation to other changes, taking account of developments in charity law and good governance practice. These proposals and other governance changes have been reflected in the [draft Charter](#) and [draft Statutes](#). There will also be changes to the Rules which have been reflected in the [draft Rules](#).
- 1.3 The Charity Commission and other advisors to Her Majesty's Privy Council have considered and approved the proposed changes to the Charter and Statutes, and we are now seeking the approval of the membership to the proposed changes by means of a ballot of the membership, the results of which will be announced at the Special General Meeting in February 2022. Subject to approval by members, we will seek approval of the Privy Council.

2. CHANGES TO THE MEMBER GRADE STRUCTURE

- 2.1 The Member Grades project seeks to redesign the society's grade structure to improve inclusivity, to address the lack of opportunity for graduates who are not intending on a career as a Chartered Psychologist, to improve flexibility in accessing membership (without impacting on standards) and to open the society to wider membership from the wider psychological workforce. When you vote on changes to the Charter and Statutes, the member grades are included in those proposed changes.
- 2.2 A Task and Finish Group of members from the Member Board established a set of principles to guide this work, and developed a proposed new grades structure. The Board of Trustees has undertaken consultations and approved these changes as appropriate to create a membership structure that is fit for the changing context and development of the psychological professions. The key changes are as follows:

Table 1 – Member Grade Proposals.

1	<p>New grades of membership</p> <p>The addition of two new grades of membership:</p> <p>Associate Member with eligibility to those who are part of the wider psychological workforce and who may or may not hold the Graduate Basis for Chartership (GBC), but who hold specific BPS accredited qualifications.</p> <p>Full Member with eligibility to those who hold GBC (or equivalent) and who are able to demonstrate expertise beyond Graduate achievement, gained through experience or qualifications.</p>
2	<p>Expansion of Student Membership to include students on any BPS accredited programme, not just those leading to GBC.</p>
3	<p>Acceptance of direct evidence of competence (through a portfolio-based Professional Recognition route) as well as qualifications, in assessing eligibility for a membership grade. This is a change from practice, which has been qualifications only.</p>
4	<p>Change in the criteria for the awards of Associate Fellow and Fellow, including the removal of the requirement for nominations for Fellow by two existing Fellows. Additionally the new member grades will be able to apply for both Associate Fellow and Fellow.</p>

2.3 There is also a [summary](#) of the proposals and the [rationale](#) for those changes.

3. CHANGES TO THE GOVERNANCE OF THE SOCIETY

- 3.1 In March 2019, the Trustees approved a number of structural reforms relating to the Board of Trustees, its composition and officers, the Representative Council (now known as the Senate) and the committee structures in order to improve BPS' governance. The reforms, particularly those relating to the composition of the Board, were aimed at ensuring the BPS has the skills within its Board to effectively and efficiently consider all aspects of its business.
- 3.2 This process of implementing these reforms was put on hold pending the completion of the consultation on changes to membership grades, so that the governance and membership changes could be dealt with in a single set of changes to be formally considered and, if appropriate, approved by the Trustees and members of BPS, and the Queen/Privy Council.
- 3.3 The Trustees have since agreed some changes to the proposals on which BPS consulted members in 2019 to reflect further work that has been carried out to further improve the proposals.
- 3.4 The aim of the changes is to modernise BPS' governance, including by separating the role of President from a new role of Chair, by allowing for the possibility of some Trustees with specialist skills, being drawn from outside BPS membership, and by updating and modernising BPS' governance arrangements to reflect changes in charity law.
- 3.5 BPS members have been consulted widely and voted to accept a number of the proposals which were subsequently approved by the Board of Trustees in 2019. However, in July 2021, revised proposals were shared with members. The table below shows the 2019 and 2021 changes side by side for transparency, and to allow members to review them and consider them prior to the vote.

Table 2 – Original changes agreed in 2019 versus updated proposed changes for 2022.

ORIGINAL CHANGES CONSULTED UPON WITH MEMBERS AND APPROVED BY BOARD OF TRUSTEES IN 2019	UPDATED CHANGES PROPOSED TO VOTE ON IN 2022
<p>1 The Board of Trustees</p> <p>The membership of the Board of Trustees be changed to include:</p> <ul style="list-style-type: none"> a) An appointed Chair b) The President (revised, two-year term) c) President Elect or Vice President (revised two-year term) d) Four Strategy Board Chairs e) Three lay Trustees to bring additional expertise and outside perspective f) Two Trustees elected from membership. 	<p>The Board of Trustees</p> <p>The membership of the Board of Trustees to be changed to include:</p> <ul style="list-style-type: none"> a) An appointed chair b) The President (revised, two-year term) c) President Elect (revised two-year term) d) Up to six Strategy Board Chairs e) Up to three Trustees appointed for their specialist knowledge f) Two Trustees elected by the Members g) Chair of Senate to be a Trustee
<p>2 The positions of Honorary Treasurer and Honorary General Secretary be removed.</p>	<p>The positions of Honorary Treasurer and Honorary General Secretary be removed.</p>
<p>3 The operating protocols of the Board be modernised e.g. to allow meetings to be held by electronic means.</p>	<p>The operating protocols of the Board be modernised e.g. to allow meetings to be held by electronic means.</p>
<p>4 Sub-Committees of the Board be appointed with specialist responsibility e.g. Finance.</p>	<p>Sub-Committees of the Board be appointed with specialist responsibility e.g. Finance.</p>
<p>5 Four new Strategy Boards be established.</p>	<p>Up to six Strategy Boards to be established (Five currently exist: Research Board; Education and Training Board; Member Board; Practice Board; Equality, Diversity and Inclusion Board).</p>
<p>6 Statute 18 be amended to allow for a maximum term as a Trustee of six years after which a trustee must step down for at least three years.</p>	<p>Statute 18 be amended to allow for a maximum term as a Trustee of six years after which a trustee must step down for at least three years.</p>
<p>7 The Representative Council to be renamed the Senate.</p>	<p>The Representative Council to be renamed the Senate.</p>
<p>8 The majority of Senate members will be the Chairs of the formal member networks of the Society.</p>	<p>The majority of Senate members will be the Chairs of the formal member networks of the Society.</p>
<p>9 The Senate will select the priority areas in which the Society will seek to achieve impact for the given period.</p>	<p>The Senate will select the priority areas in which the Society will seek to achieve impact for the given period.</p>

The current board structure can be seen in Table 3 below versus the proposal to be voted on by members to be implemented from 2022 onwards:

Table 3 – Current composition of the BoT versus proposed composition.

CURRENT COMPOSITION OF BOARD OF TRUSTEES TO DATE	PROPOSED COMPOSITION OF BOARD OF TRUSTEES FOR VOTE BY MEMBERS FOR 2022 ONWARDS
<ul style="list-style-type: none"> • President • President-Elect • Vice President • The Chairs of the Strategy Boards • Honorary General Secretary • Honorary Treasurer • Between two and five Members co-opted by Senate 	<ul style="list-style-type: none"> • An Appointed Chair • President • President-Elect • The Chairs of the Strategy Boards • Up to two Trustees elected by the Members • Up to three Trustees appointed for their specialist knowledge • Chair of Senate to be a Trustee

4.0 Why are we recommending these changes to the original 2019 proposals in our future governance arrangements?

- 4.1 One significant change is the appointment of up to three trustees who will be appointed for their specialist knowledge for example in areas such as finance, risk and human resources. The specialisms will not be determined in our governing documents but will be subject to a skills audit of the Board of Trustees to identify, in the light of the strategy of BPS, what specialist skills would improve the decision-making process of the Board.
- 4.2 Recent experience has highlighted the benefit of having such specialist skills on the Board. Whilst all trustees have a working knowledge of charity finance, a specialist is able to frame financial issues within a wider context and may alert the Board to issues that would only be apparent to a specialist.
- 4.3 With the increasing regulatory framework governing charities and financial compliance, the duties within the roles of Honorary Treasurer and Honorary General Secretary have increasingly been undertaken by the staff guided by expert advisors and the work of the relevant sub-committees. This has left the roles of Honorary Treasurer and Honorary General Secretary with no real substance, which is the reason why we are proposing their abolition, but it has also enabled two trustees to be appointed by membership, thereby enabling members who wish to be involved in the governance of BPS, an opportunity to do so.

There is an additional document explaining the rationale for the wider changes

5.0 Transitional Provisions for the future Board of Trustees

- 5.1 It will not be possible or desirable to constitute the Board in line with the proposed new composition in the Statutes on the date on which the constitutional changes take effect. Instead, these changes, if approved, will be implemented in phases. This means that it is necessary to put in place ‘transitional provisions’ which override the new provisions in the Statutes in relation to the composition of the Board for the period until the changes are brought in. As members, you will be asked to approve these transitional provisions alongside the changes to the Charter, Statutes and Rules.

- 5.2 In the process of reflecting the proposals as amendments to the Charter, Statutes and Rules, BPS' legal advisors, Bates Wells, recommended that BPS considers making a number of other changes to address gaps, clarify provisions or make improvements to support the management and administration of BPS in line with modern charity law and good governance. The key changes include:
- (a) Inserting provisions which the Office of the Scottish Charity Regulator (OSCR) requires OSCR-registered charities, like BPS, to include in their constitution (see Articles 3(2), 4(12) and 15 of the Charter);
 - (b) Addressing gaps in and updating the powers that the Trustees have to run the charity (see Article 4);
 - (c) Updating the current Trustee benefit provisions which are currently very limited and the Trustee indemnity (see Articles 12 to 16) in line with modern constitutional practice, while retaining existing Trustee benefit provisions which are specific to BPS (e.g. the authorisation to pay the President for loss of earnings);
 - (d) Making provision for meetings of members to be held wholly or partly online in accordance with modern practice (see Statute 13(8));
 - (e) Making provision for meetings of members to be postponed after the notice has been sent (see Statute 15(4)). Currently a members' meeting can only be adjourned once the meeting has commenced or if the meeting is not quorate which can cause administrative difficulties and is not a good use of members' time;
 - (f) Addressing gaps in the current provisions for dealing with casual vacancies arising in the office of President-Elect, President and Elected Trustee (see Statute 19(5));
 - (g) Updating the circumstances in which a Trustee will be disqualified or will otherwise cease to hold office as Trustee. The proposed new wording includes provision for the Trustees to remove a Trustee provided the Trustee is given 14 days' notice, specifying the allegations justifying removal, and is afforded a reasonable opportunity of being heard by or making written representations to the Trustees, in line with standard constitutional practice (see Statute 21);
 - (h) Introducing broad new Trustee powers of delegation to committees and members of staff in line with standard charity practice (see Statutes 22 to 24);
 - (i) Simplifying the current provisions in relation to Member Networks (Statute 25);
 - (j) Renaming the Representative Council as the 'Senate' and providing that the Senate shall be composed of the chairs of the Member Networks and up to eight co-opted members who must be members of BPS (see Statute 26);
 - (k) Removing the Trustees' power to appoint examiners which falls within their other powers at Article 4 of the Charter and does not require a separate provision;
 - (l) Removing the procedures for decision-making by the Board of Trustees from the Statutes and including them, in a modernised and more comprehensive form (for example, including provision for virtual meetings, making decisions outside of meetings and managing conflicts of interest) in Rules 59 to 69;
 - (m) Simplifying the eligibility criteria for the award of Associate Fellow and Fellow status (see Rules 8 and 9);

- (n) Providing that the rules governing the Senate shall be set out in Terms of Reference which shall be approved by the Trustees following consultation of the Senate. If the Senate opposes any changes proposed, the changes will be put to the members of BPS in a General Meeting (see Rule 21); and
 - (o) Making changes to the rules governing the establishment of Member Networks including so that a proposal to form a new Member Network may be made by any members (and not only Fellows, Associate Fellows and Chartered Members) and simplifying the process for establishing a new Member Network (see Rules 22 to 26).
- 5.3 These proposals and other governance changes summarised above have been reflected in proposed changes to the Charter and Statutes which were shared with you in July/ August 2021 as part of a consultation exercise. A limited number of responses (including queries) were received from members and feedback was reflected in minor amendments to the Statutes.



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