



The Regional Studies Association
Company no. 4116288 Charity no. 1084165



FIFTY THIRD ANNUAL GENERAL MEETING

**held at the Holiday Inn Hotel, Bloomsbury,
Coram Street, London, WC1N 1HT
Wednesday 14th November 2018, at 4.15pm**

In attendance: Mark Tewdwr Jones, Andrew Beer, Joshua Barrett, Michael Taster, Camilla Chlebna, Donna Carmichael, Takashi Yamamoto, Jessie Poon, Daniela Carl, Mia Gray, John Bachtler, Paul Hildreth, Sarah Ayres, Judy Pepper, Katharina Burger, Suede Stanton-Drudy, Sally Hardy.

The Chair welcomed everyone to the 53rd Annual General Meeting of the Regional Studies Association (and the thirty fifth AGM since the Association incorporated).

1. MINUTES OF THE MEETING HELD ON WEDNESDAY 15TH NOVEMBER 2017

The minutes of the meeting were available for circulation.

It was agreed that the minutes were an accurate record of the meeting and they were signed and dated by the Chair.

2. TO RECEIVE, AND IF THOUGHT FIT, TO ADOPT THE REPORT OF THE BOARD AND THE STATEMENT OF ACCOUNTS 2017

The Report of the Trustees and the Statement of Accounts for 2017 were circulated electronically to all members in the summer of 2018 and were available on the Association's website. Paper copies were available at the meeting.

The meeting accepted the report and accounts. It was agreed to remain with the current auditor RSM, for the forthcoming year.

3. TO APPOINT AND FIX REMUNERATION FOR AN AUDITOR FOR 2018

This decision was delegated to the Treasurer and Chief Executive to allow discussions over rates and other details.

4. TO ELECT DIRECTORS (TRUSTEES) TO THE BOARD AND TO ACCEPT RESIGNATIONS, RETIREMENTS AND CO-OPTIONS IF ANY

The Chair noted the following:

An email carrying the standard call for nominations of potential board members from the membership was sent in August. Over 80 responses expressing interest in serving on the Board were received from members.

There were a number of recommendations to the meeting.

Sally Hardy, RSA Chief Executive was invited to take the meeting through the retirements and appointments of trustees and report of co-opted members.

It was noted that the Board must consist of not less than 3 and not more than 12 elected trustees. The trustees may at any time invite any person duly qualified to be appointed as a trustee to fill a vacancy in their number, but a so appointed trustee holds office only until the next AGM and the Board may appoint additional co-optees who will not be trustees in law and who will only be appointed until the following AGM. The number of co-optees should not equal nor exceed the number of trustees. The meeting may also appoint observers who would be reported to the next AGM.

It was noted that Board membership is critical to the success of the Association and that the election of board members should always be informed by the Development Plan to ensure that the correct balance of skills and competencies are available. It was noted that the Board and the Executive Group carefully consider succession issues and co-options during the year and that these considerations lay behind the recommendations to the meeting.

The following was reported.

Retirements

The following individuals had come to the end of their term of office as trustees at the AGM.

- Mia Gray (Secretary)
- John Bachtler (Vice Chair Europe)
- Ron Boschma (Vice Chair Research Committee)
- Jessie Poon (Vice Chair International Territorial Committee)

The Chair thanked Mia, John, Ron and Jessie for their service on the board.

Resignations

There were no resignations.

Serving Elected Board Members

Sally Hardy reported on the Board members who remained in post from previous years and who had experienced no change of role during the year and who would continue through to the AGM in 2019

- Mark Tewdwr Jones, Chair, Nov 2020
- Sarah Ayres, Treasurer, Nov 2019
- Andrew Beer, Vice Chair Publications, Nov 2020
- David Bailey, Editor in Chief, Regional Studies, Nov 2023
- Dieter Kogler, Conferences and Events, Nov 2020
- Paul Elhorst, Editor in Chief, Spatial Economic Analysis Nov 2020
- Martin Jones, Editor, Territory Politics Governance, Nov 2020
- Julie Tian Miao, Editor, Regions, Nov 2020

Trustee Election 2018 AGM

Sally Hardy explained the procedure for the four trustee elections that were sought from the AGM.

Four Executive Officer posts were available –

- Secretary
- Vice Chair Europe
- Vice Chair Research
- Vice Chair International Territorial Committee

There were 6 nominations to the AGM

- Mia Gray (Secretary) - being re-nominated for a second term
- John Bachtler (Vice Chair Europe) – being re-nominated for a second term
- Ron Boschma (Vice Chair Research Committee) – being re-nominated for a second term
- Jessie Poon (Vice Chair International Territorial Committee) – being re-nominated for a second term
- Oladayo Ramon Ibrahim
- Michele Filippo Fontefrancesco

The AGM invited Michael Taster (Board Observer) to assist Suede Stanton-Drudy (Staff Member) in officiating the election.

- Ballot papers were circulated and members present at the AGM were asked to indicate using 4 ticks whom they wished to elect. It was noted that the ballot only allowed for one vote per person. Ballots with several votes for a single individual would be considered spoiled. The ballot was secret.
- The nominated officials retired to count the votes.

The AGM was asked to vote on the appointment for these four roles using the ballot sheets.

On their return the officials announced the four individuals with the highest number of votes and therefore elected by the AGM as follows:

- Mia Gray (Secretary)
- John Bachtler (Vice Chair Europe)
- Ron Boschma (Vice Chair Research Committee)
- Jessie Poon (Vice Chair International Territorial Committee)

The Chair congratulated the successful candidates and offered commiserations to the unsuccessful candidates thanking them for their commitment to the Association and their offer to assist in its governance.

Reporting of Co-opted members 2017/2018 and going forward to 2018/2019

The speaker explained that the governing documents allowed for the appointment by the Board of additional co-opted members and the Board must report these appointments to each AGM. Any additional appointments made during the year would be reported to the November 2019 AGM. These appointments were made by the Board on the basis of need. They were for a period of one year but this could be renewed. The Board was undergoing a process of review of these roles in order to ensure the correct balance of skills and diversity. It was noted that the number of co-optee places should not equal or exceed the number of trustee places.

- Stephen Hincks, to continue as Editor in Chief, Regional Studies, Regional Science, Nov 2019
- Joan Fitzgerald, to continue as Editor, Regions and Cities Book Series, Nov 2019
- Weidong Liu to continue as a co-optee Editor, Area Development and Policy, Nov 2019
- Paul Hildreth to continue as a co-optee Policy Committee Chair, Nov 2019
- Helen Lawton Smith to continue as co-optee Equalities Committee Chair, Nov 2019
- Josh Barrett to continue as co-optee Blog editor, Nov 2019

The speaker invited the AGM to note these appointments.

Observers

Finally, the speaker reported to the Board that there were four observers to the Board during the year –

- Fulong Wu, Editorial Advisory Board Member, Area Development and Policy
- Camilla Chlebna, Early Career Representative
- Donna Carmichael, Student Representative
- Michael Taster, RSA funded PhD student

The speaker closed by noting that the Board will continue to carefully review Board membership with respect to the balance of skills etc.

Action following Appointments

It was agreed to authorise the Chief Executive and Finance Executive to make any necessary changes to the Association's financial arrangements for amending the signatories to the accounts, updating the records at the Charities Commission and Companies House etc.

5. TO DISCUSS AND DECIDE UPON PROPOSED AMENDMENTS TO THE RSA ARTICLES OF ASSOCIATION

The meeting noted the following.

The Board proposed to the AGM a number of amendments to the Articles of Association in order to strengthen the governance procedures of the Association by helping to ensure that every Board meeting was quorate, that the Board contains members with all needed portfolios and the relevant skill set to deliver in post.

In particular, the Board recognised that its governance rules were brought in when there was only 1 journal, there were now 5 alongside the book series and online magazine. The Board was strongly committed to working with representative editors of its key publications in the governance of the Association but recognised that these roles were voluntary and time consuming.

It had become the case that editors were not able to attend all Board meetings and their number had meant that at some meetings the Board had been inquorate or close to inquorate. A solution to the issue, without losing the much-valued expertise of editors, was to amend the Articles of Association in relation to the Board composition.

It was therefore proposed by the Board that with the exception of the Editor in Chief of Regional Studies, the Association's original journal, other editors become co-optees to the Board for the period of their editorial appointment.

It was further noted that the RSA Articles of Association stated that the Board is comprised of at least 3 and not more than 12 Trustees. The RSA Board currently comprised 12 Trustees. Trustees were elected at the RSA Annual General Meeting by a majority vote of every member present in person (or through an authorised representative). The Trustees may at any time invite any person duly qualified to be appointed as a Trustee to fill a vacancy in their number as a Co-optee, but a so appointed Trustee held office only until the next AGM.

RSA Trustees were allocated portfolios in order to ensure clarity of roles and the broadest possible oversight of the Association. Trustee portfolios currently comprised the following 7 executive positions:

- Board Chair (who was currently also the representative director of RSA Europe)
- Board Secretary
- Board Treasurer
- Board Vice-Chair (and Chair of Publications Committee)
- Board Vice-Chair (and Chair of Research Committee)
- Board Vice-Chair (and Chair of International Territorial Committee)
- Board Vice-Chair (Europe)

Trustee portfolios also currently comprised the following 5 non-executive positions:

- Events Coordinator
- Editor-in-Chief of Regional Studies
- Editor in Chief of Spatial Economic Analysis
- Editor of Territory Politics Governance
- Editor of Regions

The Co-optee position

The RSA Articles of Association stated that the number of Co-optees shall not equal or exceed the number of elected Trustees. The RSA Board currently comprised 6 Co-optees. The Board wished to amend the Articles of Association ensuring that the RSA Board Co-optees specifically included representation in the 6 publications posts as follows:

- Representative of Spatial Economic Analysis
- Representative of Territory, Politics, Governance
- Representative of Regional Studies, Regional Science

- Representative of Area Development and Policy
- Representative of the Regions & Cities Book Series
- Representative of Regions Magazine

The representative in each case would normally be the Editor in Chief. Currently some individuals in these roles were Trustees and would therefore change status to being co-opted. At full Trustee strength (12), the RSA Board Co-optees may then include a further 5 non-publications related posts.

Although most decisions on the RSA Board would be made collegiately, on rare occasions there may be need for a formal vote. Co-optees appointed to fill a vacancy in the number of Trustees (12) may vote and were considered trustees in law until the AGM following their appointment when their status would be clarified. Additional Co-optees were not trustees in law and would not have a vote on the Board but may vote at any public meeting of the Association.

Observers

Observers of the RSA Board were not limited in number. They were appointed by the RSA Board. Observers were not entitled to vote at an RSA Board meeting however their RSA membership status entitled them to vote at any RSA Public Meeting they attended.

Proposed amendments to Articles

In order to clarify the appointment of Trustees and Co-optees to the RSA Board the following amendments were proposed to the RSA Articles of Association (existing wording in red):

Amendments

4.6.1 A Trustee (excepting the Editors in Chief of the Association’s journals) shall be appointed for an initial term of no more than three years renewable for one further term of three years only (subject to the provision below) if so agreed by the AGM on the expiry of the first term. The Editors in Chief of the Association’s journals shall normally be appointed for a term of five years which may be renewed under exceptional circumstances. A Trustee may be appointed to serve as a Trustee for further terms in an executive officer capacity. Executive officer posts will be determined from time to time by the Trustees but shall include the posts of Editors in Chief of the Association’s journals, the Chair and the Treasurer”.

4.6.1 A Trustee shall normally be appointed for an initial term of no more than three years renewable for one further term of three years only if so agreed by the AGM on the expiry of the first term.

4.6.2 In order to ensure rotation of Trustees account will be taken at the first AGM of length of service prior to the first AGM.

4.6.2 A Trustee may be appointed to serve as a Trustee for further terms in an executive officer capacity. Executive officer posts will be determined from time to time by the Trustees but shall include the posts of Chair, Secretary and Treasurer.

4.5 The Trustees may at any time invite any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Co-optee, but a so appointed Trustee or Co-optee holds office only until the next AGM. The number of co-options shall not equal or exceed the number of elected trustees

4.6.5 [Numbering currently goes 4.6.4 to 4.5 so should be 4.6.5]

The Trustees may at any time invite any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Co-optee. The number of co-options shall not equal or exceed the number of elected trustees. A so appointed Trustee or Co-optee holds office only until the next AGM, save for Co-optees appointed in accordance with clause 4.6.8 of these Articles.

4.6 **Numbering issue as above**

4.6.6 [Numbering currently goes 4.6.4 to 4.5 then 4.6, so should be 4.6.5 then 4.6.6]

Additions

- 4.6.7 In order to ensure rotation, Trustees who have served a term of more than six years consecutively shall normally be required to resign as a Trustee for a minimum period of one year after which upon reappointment as a Trustee their first term is considered an initial term.
- 4.6.8 The Editor-In-Chief of the Association's journal Regional Studies or their Board approved representative will be appointed as a Trustee of the Association for the period of their appointment as Editor-in-Chief. An Editor-in-Chief or Board approved representative of any other RSA journal, magazine, book series or other form of Board approved publication whether print or online may serve as a Co-optee for the period of their editorship.

Action

The AGM agreed the changes to the Articles of Association and authorised the Chief Executive to lodge the amended Articles with the Charities Commission and Companies House.

The meeting approved the proposal that the RSA Board would consider the implications of these changes for their composition at their next meeting (Jan/Feb) with a view to moving to the new arrangement from the 2019 AGM.

6. ANY OTHER ITEMS FOR DISCUSSION BUT NOT DECISION

The Chair thanked the staff team and the Board members for their commitment to the Association.

The Chair declared the meeting closed.

Minutes end.