



ROMANTIC
NOVELISTS'
ASSOCIATION®

**Romantic Novelists' Association
Annual General Meeting
Minutes of the meeting held on
Friday 16 July 2021
At The Rectory, Church Lane, Tilbrook, Cambridgeshire, PE28 0JS and
virtually via Zoom**

Present: Imogen Howson and Jean Fullerton

Via Zoom

Chairperson: Julie Cohen

Committee members: Celia Anderson, Sally Calder, Clare Flynn, Ali Henderson, Liam Livings, Sue Merritt, Bella Osborne

Member attendees: see page 8 onwards

1. **Apologies for Absence**

None given.

2. **Adoption of Minutes of the AGM held on 10 July 2020**

The minutes were signed by Julie Cohen, the Chairperson.

3. **Matters Arising**

There were no matters arising.

4. **Introduction by Chair to AGM**

5. **Treasurer's Report and Adoption of Accounts**

A Copy of signed accounts prepared by H W Fisher will be filed with the minutes.

The report below by Sally Calder, the RNA Hon Treasurer was made available to members via the RNA Website.

“Key financial results for the year can be found on page 3 of the accounts.

The financial position for 2020 shows a surplus of £12,724 for 2020. In the long-run, we aim to break even, therefore a surplus is not unreasonable given that we have experienced deficits in the past, as follows:

- 2019 surplus £20,840
- 2018 deficit £9,784
- 2017 deficit £16,671
- 2016 deficit £5,978

On an ongoing basis, we expect to even out overall with a zero surplus/deficit, but with substantial income and expenditure, some year-on-year variation is to be expected. For example, over the 5-year period 2016 to 2020 incl. we have broadly broken even on average, even though each individual year has yielded a surplus or a deficit.

We have a healthy level of reserves, which are held to maintain a buffer against unexpected expenses, and to finance specific capital projects or one-off activities.

Some of the items giving rise to the surplus in 2020 include:

- Activities and events being held online where, even though ticket prices were substantially lower than for face-to-face events, the costs of running the events online were also lower than using a physical venue.
- Events expected to incur net costs were not held due to COVID restrictions. Note that the awards costs are similar to the previous year because the awards event in 2020 was held just before lockdown was imposed across the UK.

With the easing of lockdown and the forthcoming face-to-face activities, we would expect to move back toward a break-even position. However, the committee are mindful of the need to manage costs to ensure the funds are spent appropriately. For example, some of the accounting activities are moving in-house which should see a reduction in accountancy expenses over 2021. However, we still need to be mindful of unexpected costs, for example, the RNA incurred a significant unanticipated legal expense in 2021.”

Question from Sarah Waights: How many months of activity do the reserves equate to? Say we made no money, how long before it ran out?

Sally responded that our reserves go up and down, the £13K surplus in 2020 is the result of one year. Our reserves would keep getting bigger if we ran on as membership fees keep coming in. How long they last for depends on what we do and don't do.

Question from Catriona Robb: Please can someone tell me where to find the accounts document?

Sally responded that this had now been uploaded to the members' area and that she was more than happy to answer any questions after the meeting.

The motion to formally adopt the Accounts as prepared by H W Fisher & Co. Ltd was proposed by Sally Calder. This was seconded by Imogen Howson and agreed unanimously by those present.

6. Reappointment of Reporting Accountant, H W Fisher & Co. Ltd.

The motion to formally reappoint the reporting accountant, H W Fisher & Co. Ltd, was agreed unanimously by those present.

7. Election of Vice-Chairperson

The motion to appoint Jean Fullerton, as proposed by AnneMarie Brear and seconded by Elaine Everest, was carried unanimously by a combination of votes received online and by post prior to the meeting and those given at the meeting.

8. Election of Hon Treasurer, Education Officer, Awards Organiser, Libraries Liaison

The motion to appoint the remaining officers and committee members as proposed and seconded in the list below was carried unanimously by a combination of votes received online and by post prior to the meeting and those given at the meeting.

Position	Nominee	Proposer	Secunder
Hon Treasurer	Penny Brindle	Imogen Howson	Clare Flynn
Education Officer	Sonja Price	Jean Fullerton	Jan Ellis
Awards Organiser	Sharon Ibbotson	Celia Anderson	Jean Fullerton
Libraries Liaison	Laura James	Celia Anderson	Imogen Howson

9. Election of Remaining Officers and Caretaker Committee

The motion to appoint the remaining officers and committee members as proposed and seconded in the list below was carried unanimously by a combination of votes received online and by post prior to the meeting and those given at the meeting.

Position	Nominee	Proposer	Secunder
Awards Advisor	Celia Anderson	Catherine Miller	Jean Fullerton
Events	Sue Merritt	Sally Calder	Imogen Howson
Member Services	Clare Flynn	Helena Halme	Linda Gillard
Press Officer	Annette Hannah	Julie Vince	Lynne Shelby
Diversity & Inclusion	Liam Livings	Annette Hannah	Sue Merritt
Hon Secretary	Ali Henderson	Imogen Howson	Jean Fullerton

10. Any Other Business

Statements were given on the proposals put forward by committee.

Jean Fullerton: You've received our statement, which sets out our position. It's not about what's happened before this date, it's about what happens in the future. It's clear from what's happening now that the governance of the RNA, developed over 60 years, is not going to take us further. We're now 1,000 plus members, increasingly diverse, and there's a complexity to the five massive pieces of work we do each year. We represent a genre which is often put down, we need to support our members. Covid perhaps brought the situation to a head, the work that we're doing is good but we're like a WI trying to run a department store, the situation is no longer sustainable. I suspect, although we're happy to stay as caretaker committee, that if we had a whole new committee in two years' time they'd be saying the same things. We need to look at the RNA we love and work to future proof it so we can take it into the next 60 years. In our opinion, after much debate, we're at the

position where an outside person needs to take a fresh, non emotional look at where we're going and how we proceed in the future. We've prepared FAQs to help but we are here for you, we're a membership organisation. We need to look objectively at what we're doing and where we want to go in the future. I'm happy to do the work but we need to know the organisation we love is going forward, so we can do the great work we want to do.

Imogen Howson: After we released the committee statement we received a lot of questions and concerns from members who were upset to hear that the committee received a legal threat against them. We would like to be able to tell you more but we can't, the wording we used in the statement was as advised by the solicitor. He recommended we limit what we say publicly, not because we've done anything wrong but to not invite the possibility of further legal threats. We have no reason to believe the legal threat will go further, but we cannot guarantee that. We have a brilliant solicitor who issued a robust rebuttal to the allegations. The matter is in hand. I can't say anything else but it's probably nothing to worry about further. However, I can't emphasise enough the need for confidentiality, the more leaks there are from confidential meetings, the more fuel there is to make allegations against us. To reiterate, it's vital that anything said within this meeting is kept within the RNA. When monitoring the RNA Facebook chat, members were concerned about discourteous messages and demands, the conversation ended up veering off with a lot of people using the word 'abuse,' which is overstating it. There have been some rude messages and unreasonable demands, but nothing I would call abuse. Some of the comments are unpleasant and not particularly polite, especially when they arrive on a Sunday evening or over a holiday, but they're not the main problem. The problem is that the RNA needs a restructure, we need to look at how it moves forward in the future.

Clare Flynn: I'd like to talk about our proposal to use an outside consultant to scope out and guide the shape of the RNA and its governance for the future. The idea was my suggestion, when we were all teetering on the brink, due to the enormous pressures we've already discussed. I have 40 years' worth of consultancy experience, 20 years on the client side, working for a large number of household name companies at director level and then for the following 20 years as an independent consultant, again working with household name companies, so I know what it's like to be on both sides of consultancy. I acknowledge concerns about consultancy costs and some people are reticent for this reason. However, most consultancy projects fail, if they fail, not down to the consultant but because they were badly briefed, insufficiently scoped or the client was unclear what they wanted. I'd like to assure the membership that when we brief a consultant it will be with a clear set of deliverables, milestones, timings and cost parameters and that there will be very strong governance over this. It won't just be me involved, there is a huge wealth of experience on the committee, the talented people who will help to manage it and regularly oversee it. This is not rocket science, this is not a mega great project that requires one of the big names, we are a small organisation, although we're huge, relative to where we have come from, but small in the grand scheme of things. We need someone with experience of working with volunteer organisations and not for profits, a clear thinker who can understand and listen to what we have to say and set a clear pathway and proposals with alternatives in order we future proof this organisation moving forward. Lots of people have suggested we might get this done pro bono. If you know someone, they are welcome to submit a proposal once the brief is out there. Suggestions will be reviewed in our robust, normal, tender process, we will follow our constitutional guidance. There will be no students involved, we are a professional organisation, we will not have inexperienced people experimenting on us. We have a robust process, we cannot put this in motion until we have a vote from the membership. We have sufficient funds available within our reserves. We have in mind a figure significantly below what Sally has set as a maximum and we will work to that as closely as possible. We need to get the proposals in, we need to put it out there, we need responses to the brief and then we will make an informed decision.

Question from Catherine Miller: What are the cost implications of the consultation?

Clare: That depends on what the cost is. We have set, within our reserves, a maximum budget for this and we are aiming to deliver at significantly below that. The eventual consultant will not affect the solvency of the RNA, by any means.

Question from Myra Yeo: Surely, without a clear idea of what you are trying to achieve, you cannot usefully brief consultants.

Question from Catriona Robb: Will members be polled on the brief content?

Clare: No, members will not be polled on the brief content. One of the issues the committee has had is trying to balance often hugely conflicting requirements. We will be asking the consultant to thoroughly review all activities we do now, including the potential for others that could be income generating. To give perspective, I have already completed a quick analysis of other, equivalent, member organisations. This revealed there is much scope to rebalance the way we deliver our income. We should ensure there's no kneejerk reaction to

increase the fees. In the past if we were concerned about a shortfall in funds we said the easiest way would be to enlarge the NWS, so we increased numbers to 300. Really, with hindsight, that was wrong because what we do is rely entirely on the goodwill of our members to deliver that, it's an untenable situation to be in when those same members can do manuscript appraisals on the open market for more than they earn from NWS work. There are lots of things like that to take into account. I don't want to predict outcomes. We will brief the consultant to look at what we do now and identify ideas for the future. The committee and members are too close to this. We need someone detached, with helicopter vision, to deliver an unbiased proposal, ideally from someone who has nothing to do with our industry, maybe with an arts or charity background, but not fellow authors. Certainly, putting a brief out for people to vote on will not happen; you have voted once to put the committee in charge and members should trust the committee to do their job. Members will not be consulted on the brief, the brief will be agreed to by the committee, because you, the members, have voted for the committee.

Liam: Referring to the question, will members be polled about the RNA they want; that's what the Listening Exercise was about. We asked all members what they valued from current RNA activities and functions and what they didn't value. We have this data. There was a plan for further engagement around that which has now been paused, but there was the opportunity. The poll was very deliberately broad, couched to everyone, asking what can we do to be the best professional organisation, to be the best committee.

Question from Sarah Waights: I have a suggestion for an organisation to pitch, is there a place to send suggestions?

Jean: We've been working hard. Allow us to get through today, then we will add a form to the website for people to fill in, there will be an opportunity for suggestions. At the moment, we are working up to our limit, but in a few weeks, yes.

Imogen: Just because we can't send a poll out for everything doesn't mean we won't take membership concerns into account. We remain a membership organisation and we will feed in information to the consultant if that's voted.

Julie Cohen then raised general questions received prior to and at the meeting.

Question 1 – from Susan Cunningham: Is the intention to move away from a wholly volunteer organisation and have some paid posts?

Clare: That's not necessarily the intention but a likely outcome although I don't want to pre-empt what the consultant recommends.

Question 2 – from Janet Gover: Will non-committee volunteers such as me, as NWS organiser, be allowed to contribute to the review?

Clare: Yes, definitively. Part of the planned review will be the consultant talking to everyone, including key volunteers across the organisation. As Liam said, there is a wealth of info already gleaned from the Listening Exercise.

Question 3 – from Ms Forder: Does this mean that the RNA is looking to move away from having a NWS?

Jean: No, not at all. It's in our constitution (which is available on our website) and one of our core activities. Many of us came through the NWS and support it by being readers. We're trying to make everything sustainable and fair to those doing the work. Also, regarding Facebook comments recently saying, 'let's pay the committee'; I don't want paying, I don't need to be paid. I do this purely because I want to give back to an organisation without which I wouldn't be speaking to you, and I certainly would not have 17 books published. I don't need to be paid, I'm happy to give my time to the RNA. As Clare said, I don't want to pre-empt what a consultant might say about carrying on with volunteers, maybe we will be able to carry on with just volunteers but sense says we can't carry on that way, 1,000 members and five pieces of work each year needs massive organisation, it's not just about people coming forward to volunteer, that's great, but somebody needs to monitor the volunteers, make things happen.

Question 4 – from Jennifer Squire: If you are not resident in UK, have to vote by post and are worried about postal delays in voting, can you appoint a UK resident proxy?

Ali: An online voting option will be available. Details will be included on the postcard mailed on 2nd August.

Question 5 – from Kirsten Hesketh: Who should we volunteer to?

Julie: Not the scope of meeting, information provided in due course.

Jean: Give us a week or to get organised, we are quite swamped with volunteers. Not much happens in August, so we will get organised for taking names and skill sets but we need a week or two to make it happen.

Question 6 – from Catherine Miller: How long will the caretaker committee remain and are any of the committee remaining after the poll/review?

Jean: For myself, I'm happy and willing to stay for as long as it takes. I can't speak for the rest of the committee. I want to make sure we move forward and can't answer until we know what members want to do.

Sue: There are a core of us who have already committed to seeing this process through to the end, whichever option is chosen.

Question 7 – from Liz Harris: When did the Listening Exercise take place?

Liam: It took place earlier on during summer. It was sent out in two e-bulletins to all members and posted at least twice in all online chapters with a survey. It was a SurveyMonkey link, even those not on social media will have received it.

Question 8 – from Liz Harris: Should we do the Listening Exercise again in light of current developments?

Liam: No, in my view it was worded in broad terms; what's useful to the organisation, how to be the best etc., so the data remains valid and the information from that will be fed into this process.

Sue: We have all sorts of communication channels. We published it in all online chapters at least twice. I appreciate people now want to have their voice heard, but there has been ample opportunity to do so. We feel we sometimes shout into the void and are ignored. There's only so many times information can go in front of members. It definitely went out at different times. I don't think it should be repeated.

Question 9 – from Janet Gover: Can I make a brief statement on the NWS?

Janet: For perspective, I'm not a committee member but as a volunteer overseeing the NWS, it takes the equivalent of three months of a full-time job, 8 hours a day, 5 days a week. I don't want to be paid but I cannot sustain the other half of my professional life only giving me 8/9 months a year. That is the level of stress/strain on the committee and volunteers that I'd like you to understand.

Question 10 – from Myra Yeo: What are the five big pieces of work so that we have a clear idea of the problem?

Jean: The NWS, Awards, the conference, York Tea, Industry awards, RNA Learning, online chapters, Listening Exercise, ongoing diversity and inclusion project. We genuinely have multiple projects running, none of them a small piece of work.

Question 11 – from Kirsten Hesketh: Is it okay to be worried that our only option is to vote for an external consultant to decide our future when members aren't allowed to know the brief or the budget, or to strip back the organisation to the basics?

Sue: As a membership, you voted us to the committee. We've been voted in same way an MP; you can't dictate what MP does, you can only hope they do what is right by you. I can assure you that, having been in hours of meetings in the last month alone, all options have been on the table. We're mindful, as a committee, that the more choice we give people, as a committee, the less chance we have of getting anything done. We've made the tough choices for you, I appreciate there are only two but you need to appreciate that, as a committee, we are severely depleted. There is no one willing to stand as chair or vice chair the way things stand, if we gave you another option, there's a good chance it would have to be the nuclear option, that the RNA implodes and ceases to be. I appreciate two options seems harsh but we've done the work, you have to trust us that we've done the work, we're a competent bunch of people. We're not overly emotional. Trust us to do the job you've voted us in for. If you think you're capable of doing a better job please put yourself forward at the end of this process or beforehand, you can do that, you have that right under the constitution. As a committee, we have to make the tough choices, this is a tough choice, we appreciate that but we had to make it and that's what we're putting to you to vote on.

Question 12 – from Kate Harrison: Do you have a timescale in mind for the consultancy process?

Clare: Ideally by the end of this calendar year but we can't promise that as we need to have proposals in from the consultant, as well as their scoping and availability. We have a clear idea of what we want but we're not going to do anything until we've had the vote agreed because we've been round the houses so many times. Ideally, the timetable would be as expeditious as possible, the end of year is our target but, being realistic, because consultants are not sitting around waiting for work, anyone good will be in demand and we will need to accommodate their timescales.

Jean: We've been round the houses and looked at it from every angle. You need to trust us. As a caretaker committee, we hope you will vote for option one. I understand misgivings about not seeing the brief but that's what we're asking you to do and that's why we're on the committee. You're welcome to be co-opted on and have your say but we have to move on or we'll implode, we can't do anymore now. A proper review is needed. I urge you to vote for option 1. The choice is yours. When the ballot paper comes out it's entirely up to you what you chose to do. Then we will carry out what the majority vote for.

Question 13 – from Susan Cunningham: Is there a minimum number who have to vote for changes to be made?

Immi: Generally, a simple majority but I will check and the information will be made available. Immi advised after the meeting, "I looked up the rules for voting in the constitution. A ballot of this nature isn't mentioned, but two systems of voting are. Votes for committee members etc. are done by a simple majority (basically, the biggest number). Votes on changing the constitution or dissolving the RNA entirely have to have a two thirds majority. So for the purposes of this ballot, the committee has two ways of dealing with the results, both of which have constitutional precedent. So this should probably be decided by the new caretaker committee."

Julie Cohen thanked those attending, especially the committee who she said performed a difficult job with grace, wisdom, compassion and skill. Julie commented about the overwhelming messages of support which reflect feelings about the RNA, before closing the meeting.

The next meeting will be held on Friday 16 July 2022 at Harper Adams University.

Adopted as a true record of the RNA AGM 2021

Signed by the Chairperson

Date

Member attendees

Catriona Robb
Wendy Soliman
Natalie Normann
April Hardy
Ruth Long
Laura James
Jenny Harper
Carol Townend
JOANNA BARNDEN
Sue Moorcroft
Jessica Redland
(Karen) Ros Rendle
Jan Baynham
Sonja Price
Jayne Hall
Sharon Ibbotson
Lizzie Lane
malinda johnson
Myra Kersner
Kim Nash
Liz Taylorson
Kate Harrison
Hilary Mackelden
Gill Stewart
Pia Fenton
Francesca Burgess
Catherine Miller
Su Luxford
Vivien Brown
Angela Jane Petch
Heidi Swain
Jenny Woodall
Maddie Please
Charlotte Betts
Daisy Tate
Jo Thomas
Sally Calder
Janice Preston
Carol Cooper
Brenda Hawkey
Sophie Claire
Lucy Flatman
Rachel Barnett
Carole Matthews
Hywela LYN Evans
Philip Shaw
Paula Stanley
Susan Fisher
Valerie-Anne Baglietto
Mary Jayne Baker
Glynis Peters
Liz Davies
Sasha Greene
Elaine Spires
Melanie Hueser
Janet Gover
Sandra Mackness
Paul Jafrate
Jenny Worstall

Liz Harris
Sheila Riley
Kate Smith
Bella Osborne
John Jackson
Rhoda Baxter
Lynn Johnson
Julia Ibbotson
Sue Fortin
Mairibeth MacMillan
Sophie Alston
Sue Merritt
Katy Moran
Celia Anderson
Jenny Haddon
Kate Johnson
Julie Roberts
Wendy Howell
Liam Livings
Alison Maynard
Elaine Roberts
Jane Wenham-Jones
Andy Vaughan
Clare Flynn
Diney Costeloe
Sarah Waights
Kirsten Hesketh
Kate Bedford
Melissa Oliver
Evelyn Ryle
Anne Graham
Natalie Kleinman
Lynn Forth
Judy Astley
Suzanne Snow
Kiley Dunbar
Liz Fielding
Elizabeth Bailey
Elaine Everest
Julie Vince
Lynne Shelby
Linda Hooper
Evonne Wareham
Alison Morton
Laura Daniels
Michele Clack
Susan Cunningham
Claire Bailey (NWS)
Lindsey Brogan (NWS)
Rebecca Banks (NWS)
Claire Richardson (NWS)
Jessica Haines (NWS)
Carol Marshall (NWS)
Alison Burke (NWS)
Sheila Livesey (NWS)
Amanda Giles (NWS)
Alison Rutland (NWS)
Melissa Morgan (NWS)
Karen Storey (NWS)
Myra Yeo (NWS)