

**Imperatives, 13 November 2017**, from “A New Chapter” Group, in response to RIAS President Stewart Henderson’s letter to them of 10 November 2017

Thank you for your response. There are many positives in it, around your welcome for our interest and involvement, focus on ongoing consultation and apparent admission of the lack of “structured governance” and need for reform. Regarding reform we are, in particular, engaging with the ongoing Chapter discussions (a Chapter-led initiative which you have belatedly sanctioned) and believe we must start with a President chosen by the members. We also, amid the serious failures we see in the RIAS, wish to note that there are some very good bits that need cherishing, such as Practice Services.

However your response fails to address the key failure we have raised, of the need to open-up the organisation – both in going forward and in relation to the immediate serious concerns:

**An Independent Review**: we have consistently stated that the enquiry into the finance, governance, salaries and other matters of concern must be independent: one senior independent lead, with a clear brief, reporting to the Trustees on RIAS Council – the legally-responsible corporate entity. Instead you have created a maze, with three enquiries, and other separate legal entities, all reporting to your “Governance Group”. This “Governance Group”, consisting of you and a small number of past-presidents appointed by you, therefore leads and controls the process. Consequences fall from this, in ascending order of importance:

1. This web of appointments, and duplication of enquiries, is a profligate expenditure of our resources.
2. It produces a tangled landscape of overlapping advice, with the additional possibility of matters falling “between two stools”.
3. This internal Governance Group control the remit and message, with you as chair acting as briefing agent, editor and judge.
4. Most significantly, as members, we do not hold you and your Governance Group as being independent: indeed, as it is quite possible that the results of the Reviews are critical of the actions of you and these past-presidents, you and they have a clear conflict of interest and can in no way represent the interests of members or requirements of charity law and the perception will be that the “legal reasons” you state for non-disclosure are simply self-interest.

**Our Imperative, to You:** It is clear that you must stand your Governance Group down. We suggest that what you might then do is agree with us the best placed external consultants who have reported so far, or respected Charities figure, and task them to take all the current sub-reviews and compose a single Review which reports back directly and unredacted to the Trustees. We have drawn-up a note on the failures of the current reviews, which we will post shortly. This overarching Review must be empowered to draw its own conclusions but must, as a minimum, and as we have been consistently requesting, reveal:

- . a breakdown of pay received by the Incorporations' most senior employees, including recent wage rises, bonus payments, loans, expenses and other financial benefits;
- . who sanctions and has sanctioned such salaries and whether this has been done in contravention of legal requirements for Trustees to have oversight of such matters – as we have said how exactly Council exercises its responsibility to set staff remuneration as stated in the Annual Accounts;
- . recommendations for changes in Governance going forward, to help inform the ongoing discussions.

In all of this there can be no “legal reason” to withhold these – and, indeed, every legal imperative around best practice in the charity sector, for Council to take ownership of these matters – and continuing to plead this can only highlight the clear conflict of interest of the group whose close control of the RIAS seems likely to have led to this crisis. We should also say that, until we all have an independent report to rely on there must be no financial settlements or confidentiality agreements entered into.

We look forward to your recognition of these matters and to working with you to see the RIAS embrace the culture of openness and inclusivity that legal norms, Charity best-practice and your members demand.

Yours Sincerely,

A New Chapter