

	Royal Charter 2022	Royal Charter 2011
Art 6 and 7	Charitable object now included	Not included
Art 8	A single Board	Previously two tiers: Governors + Board of Management elected by the Governors
Art 12 (election of Board members)	No AGM. All business transacted by the Board	AGM required to transact certain business eg appointment of trustees, on the recommendation of the Board, meaning 2 meetings had to be held, each with a different quorum, for the same item.
	Byelaws 2022	Previous Byelaws and delegations
Para 2	Number of trustees 8 – 15.	Previously 12 minimum
Para 3 – 7	No change to terms of office, but Board must determine the recruitment process ie greater transparency is specified in the byelaws than previously	
Paras 8-10	Requires procedures for suspension and removal of trustees, and provides for filling vacancies.	Byelaws required a removal procedure but one was never approved. RHN relied on a clause in the trustee annual declaration that trustee would submit to whatever process the Board decided upon.
Para 11	Declaration that the Board is responsible for the overall stewardship of the RHN and furthering its object.	No previous equivalent
Para 12	Power to delegate functions except those which are non-delegable	Various powers of delegation but no clear statement of what the Board reserved to itself.
Para 13	List of non-delegable functions	As above
Para 13	Role of the Chair	No previous equivalent
Para 14	Role of the Treasurer	No previous equivalent
Para 16 - 35	Rules regarding Board meetings – no significant differences except those noted below	
Para 16	The Board to meet a minimum of 3 times a year	Not previously specified
Para 21	Rules where the Chair has a conflict of interest in an item	No previous equivalent
Para 22	Quorum = 50%	As before, but AGM was different
Para 24	Specific power to hold meetings remotely	No previous equivalent – had to rely on general law of meetings

Para 26	Specific obligation on Chair to facilitate and invite members to speak	No previous equivalent
Paras 28 – 35	Voting and conflicts of interests – detailed rules	Rules not so detailed previously
Paras 36 – 39	SGMs – for special purposes such as changing the Royal Charter. Rules as above apply except that proxies are allowed	SGMs were in addition to AGMs, adding to the variations in meeting requirements.
Paras 40 – 44	Emergency decision making. A new provision, with strict safeguards to avoid abuse.	No previous equivalent
Paras 45 – 50	Chief Executive – sets out what is delegated to the CE, how recruited, reporting requirements etc.	No significant changes, but note para 50.
Para 50	The EMT now has a formal status.	No previous equivalent
Paras 51 – 55	General provisions regarding committees	Previously not as detailed eg regarding sub delegations
Paras 56 = 59	Nom & Rem Committee. Repeats current headline TORs	Not previously in Byelaws
Paras 60 - 61	ARC Committee. Repeats current headline TORs	Not previously in Byelaws
Paras 62 – 67	Auditors. Replaces requirement for appointment at the AGM. Adds current best practice regarding changing auditors.	Appointment by AGM. No detailed rules regarding best practice.
Paras 68 – 71	Appointment of investment managers	No change
Paras 72 – 73	Notices – updates to make electronic notifications the norm rather than paper	Not previously specified
74 – 75	Indemnity – updated to ensure the power complies with current legal requirements	Not previously specified
76	Documents – simplifies the requirements for authenticating the RHN's seal on deeds	Required signature by at least two members of the Board, and countersigned by the Chief Executive or someone else appointed by the Board for this purpose