



To: All Fellows

9 May 2018

Dear Fellow

Annual General Meeting, 23 May 2018

The Annual General Meeting of the Learned Society of Wales will be held in the **Council Chamber in the Glamorgan Building**, Cardiff University (located on King Edward VII Avenue, Cardiff CF10 3ND), on Wednesday, 23 May 2018 at 4.00 p.m. Further information regarding the location can be found at:

<http://www.cardiff.ac.uk/estat/accessibilityinformation/cathayscampus/glamorgan/mainglamorgan.html>

Please click on 'University Maps' on the right hand side of the page and search for 'Glamorgan Building' in the list of locations again on the right hand side of the page.

There will be a simultaneous translation service available during the meeting and Fellows are welcome to address the Annual General Meeting in either the English language or the Welsh language.

During the meeting, newly-elected Fellows who are present (and any Founding Fellows and Fellows elected between 2011 and 2017 who have not yet been formally introduced) will be formally welcomed and introduced. Their names will be read out in turn and each will be greeted by the President and will sign the Roll of Fellows. It is important, therefore, that the list of Fellows present is accurate.

If you have not yet advised the office of your intention to be present but do now expect to attend the meeting, please let me know by email or telephone as soon as possible. Your name will then be added to the list of Fellows who are to be introduced and welcomed. (Details of the procedure that will be followed on the day may be found under Item 11 in the Agenda papers.)

The meeting will conclude with the President's Annual Address followed by a Fellows Dinner and a Medal Awards Ceremony to be held at the Royal Welsh College of Music and Drama at 6.00p.m. The President, Sir Emyr Jones Parry GCMG FInstP PLSW, very much hopes that you will be able to join him.

Yours sincerely

Amanda Kirk
Clerk to Council
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Royal Patron – HRH The Prince of Wales | Noddwr Brenhinol – EUB Tywysog Cymru



At: Cymrodyr y Gymdeithas

9 Mai 2018

Annwyl Gymrawd

Cyfarfod Cyffredinol Blynyddol, 23 Mai 2018

Cynhelir Cyfarfod Cyffredinol Blynyddol Cymdeithas Ddysgedig Cymru yn **Siambwr y Cyngor, Adeilad Morgannwg**, Prifysgol Caerdydd (a leolir ar Rhodfa Brenin Edward VII, Caerdydd CF10 3ND), ddydd Mercher, 23 Mai 2018 am 4.00y.p. Ceir gwybodaeth bellach am y lleoliad yn:

<http://www.cardiff.ac.uk/estat/accessibilityinformation/cathayscampus/glamorgan/mainglamorgan.html>

Cliciwch ar 'University Maps' ar ochr dde'r dudalen ac yna chwilio am 'Glamorgan Building' yn y rhestr ar y dde os gwelwch yn dda.

Darperir cyfleusterau cyfieithu ar y pryd yn ystod y cyfarfod ac mae croeso i Gymrodyr annerch y Cyfarfod Cyffredinol Blynyddol naill ai yn Gymraeg neu Saesneg.

Yn ystod y cyfarfod, caiff Cymrodyr sydd newydd eu hethol ac sydd yn bresennol (yn ogystal ag unrhyw Gymrodyr Cychwynnol neu Gymrodyr a etholwyd rhwng 2011 a 2017 nad ydynt eto wedi cael eu cyflwyno) eu croesawu a'u cyflwyno'n ffurfiol. Darllenir eu henwau fesul un a bydd y Llywydd yn cyfarch pob un cyn iddynt lofnodi Cofrestr y Cymrodyr. Mae'n bwysig, felly, bod y rhestr o Gymrodyr a fydd yn bresennol yn gywir.

Os nad ydych eto wedi hysbysu'r swyddfa am eich bwriad i fod yn bresennol ond bellach yn disgwyl dod i'r cyfarfod, gofynnir i chi roi gwybod i mi drwy e-bost neu alwad ffôn cyn gynted â phosibl os gwelwch yn dda. Yna caiff eich enw ei ychwanegu at y rhestr o Gymrodyr sydd i'w cyflwyno a'u croesawu. (Ceir manylion am y weithdrefn a ddilynir yn ystod y cyfarfod dan Eitem 11 ar yr Agenda ym mhapurau'r cyfarfod).

Bydd y cyfarfod yn dod i ben gydag Anerchiad Blynyddol y Llywydd a ddilynir gan Ginio'r Cymrodyr a Seremoni Wobrwyo Medalau i'w cynnal yng Ngholeg Brenhinol Cerdd a Drama Cymru am 6.00y.p. Mae'r Llywydd, Syr Emyr Jones Parry GCMG FInstP PLSW yn mawr obeithio y byddwch yn gallu ymuno ag ef.

Yn gywir

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THE LEARNED SOCIETY OF WALES CYMDEITHAS DDYSGEDIG CYMRU

THE NATIONAL ACADEMY – CELEBRATING SCHOLARSHIP AND SERVING THE NATION
YR ACADEMI GENEDLAETHOL – YN DATHLU YSGOLHEICTOD A GWASANAETHU'R GENEDL

Annual General Meeting

23 May 2018

Cyfarfod Cyffredinol Blynyddol

23 Mai 2018

Agenda

1. Welcome and Introduction by the Society's President, Sir Emyr Jones Parry GCMG FInstP PLSW <i>Croeso a Chyflwyniad gan Lywydd y Gymdeithas, Syr Emyr Jones Parry GCMG FInstP PLSW</i>	(oral / ar lafar)
2. Apologies for absence / <i>Ymddiheuriadau am absenoldeb</i>	(oral / ar lafar)
3. Minutes of the Annual General Meeting held on 18 May 2016 <i>Cofnodion y Cyfarfod Blynyddol Cyffredinol a gynhaliwyd ar 18 Mai 2016</i>	(attached) (ynghlwm)
4. Governance Matters <i>Materion Llywodraethol</i> <ul style="list-style-type: none">Elections 2018: Members of the Council and Officers <i>Etholiadau 2018: Aelodau o'r Cyngor a Swyddogion</i>	AGM/2018/01 (attached) CCB/2018/01 (ynghlwm)
5. Annual Report and Accounts, 2016/17 and Appointment of Auditors <i>Adroddiad Blynyddol a Chyfrifon, 2016/17 a Penodi Archwilwyr</i>	AGM/2018/02 (attached) (Report and Accounts) CCB/2018/02 (ynghlwm) (Yr Adroddiad a'r Cyfrifon)
6. Developing a new Strategic Plan 2018/19 – 2023/24 <i>Datblygu Cynllun Strategol newydd 2018/19 – 2023/24</i>	AGM/2018/03 (attached) CCB/2018/03 (ynghlwm)
7. Activities and developments since the last Annual General Meeting <i>Gweithgareddau a datblygiadau ers y Cyfarfod Cyffredinol Blynyddol diwethaf</i>	AGM/2018/04 (attached) CCB/2018/04 (ynghlwm)
8. Wales Studies <i>Astudiaethau Cymreig</i>	AGM/2018/05 (attached) CCB/2018/05 (ynghlwm)
9. Diversity Review <i>Adolygiad Amrywiaeth</i>	AGM/2018/06 (attached) CCB/2018/06 (ynghlwm)
10. Fellowship Matters / <i>Materion Cymrodoriaeth</i> <ul style="list-style-type: none">Overview / <i>Trosolwg</i>Obituaries / <i>Marwolaethau</i>Honours, Prizes and Awards / <i>Anrhydeddau, Gwobrau a Dyfarniadau</i>	AGM/2018/07 (attached) CCB/2018/07 (ynghlwm)



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11. Election of new Fellows, 2018/19 and the Formal Welcome and Introduction of Fellows <i>Ethol Cymrodyr newydd, 2018/19 a Croesawu a Chyflwyno Cymrodyr yn Ffurfiol</i>	AGM/2018/08 (attached) CCB/2018/08 (<i>ynghlwm</i>)
12. Annual Address by the President, Sir Emyr Jones Parry <i>Anerchiad Blynyddol gan y Llywydd, Syr Emyr Jones Parry</i>	(oral / <i>ar lafar</i>)



THE LEARNED SOCIETY OF WALES CYMDEITHAS DDYSGEDIG CYMRU

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MINUTES OF THE SEVENTH ANNUAL GENERAL MEETING OF THE SOCIETY HELD IN THE COUNCIL CHAMBER OF THE GLAMORGAN BUILDING, CARDIFF UNIVERSITY, CARDIFF ON WEDNESDAY, 17 MAY 2017

Present:

Sir Emyr Jones Parry *(President)*
Professor M Wynn Thomas *(Vice-President)*
Professor John Wyn Owen *(Treasurer)*
Professor John Tucker *(General Secretary)*

Professor Roger Ainsworth	Professor Andrew Henley	Professor Keith Robbins
Professor Tony Atkins	Professor Trevor Herbert	Professor Philip Routledge
Professor Paul Atkinson	Professor Karen Holford	Professor Len Scott
Professor Sir Mansel Aylward	Mr Gerald Holtham	Yr Athro Alan Shore
Professor Hagan Bayley	Yr Athro Julian Hopkin	Sir Paul Evan Silk
Professor John Baylis	Yr Athro Mererid Hopwood	Professor Keith Smith
Dr Richard Bevins	Professor Ieuan Hughes	Yr Athro Hywel Thomas
Professor David Boucher	Yr Athro Christine James	Professor Julia Thomas
Professor Alan Bull	Professor Angela V. John	Dr Geoffrey Thomas
Professor Janet Burton	Professor W. Jeremy Jones	Mr Ned Thomas
Professor Anthony Campbell	Professor Kelvyn Jones	Professor Elizabeth Treasure
Professor Michael Charlton	Professor Steven Kelly	Professor Marcela Votruba
Yr Athro Ceri Davies	Professor Diane Kelly	Professor Kenneth Walters
Professor Russell Davies	Professor Binliang Lin	Yr Athro Gerwyn Williams
Professor Siwan Davies	Dr William Marx	Professor Chris Williams
Dr Sara Delamont	Professor Faron Moller	Dr Lynn Williams
Professor Dianne Edwards	Yr Athro Prys Morgan	Dr Olwen Williams
Yr Athro Robert Evans	Professor Paul Morgan	Professor Howard Williams
Yr Athro David Evans	Yr Parchedig Athro Densil Morgan	Dr Catrin Haf Williams
Professor Christopher Evans	Professor Alun Morris	Professor Daniel Wincott
Professor Haley Gomez	Professor Iwan Rhys Morus	Professor Thomas Wirth
Professor Claire Gorrara	Professor Helen Nicholson	Professor Christopher Wood
Professor Katie Gramich	Professor Christopher Pelling	Professor Michael Woods
Professor Ian Hall	Professor Robert Pickard	Professor Michael Zaworotko
Professor John Harries	Professor Loredana Polezzi	
Professor Ann Heilmann	Professor Mark Ian Rees	

In attendance:

Professor Peter Halligan *(Chief Executive)*
Miss Gwen Lloyd Aubrey *(Clerk to Council)*
Dr Sarah Morse *(Senior Executive Officer)*
Mr Philip Jones *(Fellowship and Engagement Officer)*
Ms Catrin Beard *(Translator)*
Mr Simon Gough *(Photographer)*

The Annual General Meeting opened at 4.00 p.m.

1. Welcome and Introduction by the Society's President

The President, Sir Emyr Jones Parry:

- 1.1 welcomed Fellows present (and, in particular, newly-elected Fellows and those Founding Fellows and other Fellows who had been unable to attend either the Launch in 2010 or previous Annual General Meetings) to the Society's Seventh Annual General Meeting and thanked them for attending;
- 1.2 advised Fellows that they were welcomed to address the meeting in Welsh or English;
- 1.3 expressed his gratitude to the Vice-Chancellor and staff of Cardiff University for enabling the Annual General Meeting to be held at the University.

2. Apologies for absence

Apologies for absence were noted and would be listed as an appendix to the minutes of the meeting.

3. Minutes of the Annual General Meeting held on 18 May 2016

Members **RECEIVED**, **NOTED** and **RESOLVED TO APPROVE** the Minutes of the sixth Annual General Meeting of the Society, held on 18 May 2016, which were signed by the President at the end of the meeting.

4. Governing Instruments

Members **RECEIVED** and **NOTED** paper AGM/2017/01, which reported, *inter alia*:

- 4.1 the basis on which the Society had been established (as a company limited by guarantee and as a registered charity) and that as of 5 August 2016, the Society was no longer a company but a registered charity incorporated by Royal Charter;
- 4.2 it's new charity number (1168622);
- 4.3 it's new governing instruments in the form of the Royal Charter and bye-laws and the Society's Regulations.
- 4.4 the governing instruments could be found on the Society's website: (www.learnedsociety.wales/about-us/governance) or in paper format from the Society's Company Secretary/Clerk.

5. Annual Report and Accounts 2015/16

Members **RECEIVED** and **NOTED** paper AGM/2017/02 and the Annual Report and Accounts for 2015/16 (being the Society's sixth accounting period). These were introduced by the Society's Treasurer. Notice had been provided to Fellows that the Annual Report and Accounts for 2015/16 were available to download from the Society's website.

It was **NOTED FURTHER** that:

- 5.1 the Accounts are the last set of company accounts since the company had been made dormant following the incorporation of the Society as a Royal Charter charity;
- 5.2 in order to allow for the incorporation as a Royal Charter Charity, the Council had agreed to extend the year end from 31 July to 4 August for 2016;
- 5.3 the Report and Accounts had been compiled in a form which was compliant with the requirements of the Companies Act 2006 and that of the Charity Commission and had been approved by Council on 25 January 2017 in the presence of the auditors and subsequently submitted to Companies House;
- 5.4 the Charity Commission did not request the Report and Accounts as the charity had now been closed down and had been replaced by the new Royal Charter Charity (charity number 1168622).

In presenting the Report and Accounts, the Treasurer drew particular attention to the following features of the document:

- Structure, Governance and Management;
- The satisfactory nature of the Auditor's Report and the accounts themselves;
- Information on the Society's financial circumstances set out in the Statement of Financial Activities;
- The Balance sheet; and
- Notes to the Accounts

In commenting on the Accounts, the Treasurer noted that:

- (i) present funding levels meant that, for the time being, that the Society continued to function at a modest but meaningful level, with the range of its activities continuing to be built up gradually;
- (ii) the importance of the unrestricted financial support from all Universities, the pro-bono services and space offered by the University of Wales and the use of committee rooms by Cardiff University, for which the Society was extremely grateful;
- (iii) the importance of income received from Fellows subscription fees and donations;
- (iv) the importance of establishing the Campaign Board and moving this forward to enable the Society to progress further with fundraising activities whilst continuing to conduct Society business entirely independently;
- (v) the accounts showed all but £4,000 of the Society's total incoming resources (£316,637) for the accounting period fell into the category of unrestricted funds;
- (vi) the Balance Sheet showed net assets amounting to £360,252 at the end of the period.

The President thanked the Treasurer and members of the Finance Committee for their careful stewardship of the Society's resources and also those Fellows who had made donations for their generosity.

The President invited comments from Fellows on the Treasurer's report for which none were received.

Members **RESOLVED FORMALLY TO RECEIVE** the Annual Report and Accounts for 2015/16.

6. Appointment of Auditors

Members **RECEIVED** and **NOTED** paper AGM/2017/03, the Appointment of Auditors and the Fixing of their Remuneration.

It was **NOTED FURTHER** that:

6.1 as the company had been made dormant, the appointment of auditors was not governed by company law and that the Royal Charter and bye-laws (bye-law 17 (17.1 and 17.2) provided for the following:

The accounts of the Society shall be audited annually by auditors or independent examiners who shall be appointed by and whose duties shall be regulated by the Council [bye-law 17.1]

6.2 the firm, PricewaterhouseCoopers, had generously offered to audit the Society's accounts on a *pro bono* basis until such time as the Society's annual turnover reached £500,000 (at which time the position would be reviewed);

6.3 the Council at its 25 January 2017 meeting unanimously agreed to continue with this arrangement for the next reporting period.

7. Elections 2017: Officers and Members of the Council

Election of Officers

Members **RECEIVED** and **NOTED** paper AGM/2017/04, a report on elections and appointments of Officers and members of the Council during 2017.

1. Election of Officers

1.1 The President

The President called upon the General Secretary to present this item in his capacity as the Chair of the Presidential Search committee.

Members were reminded that the Royal Charter and bye-laws (9.1) and the Society's Regulations (Regulation 4.3 (i)) provide that:

the President shall be elected by the Fellows of the Society from amongst their number

The General Secretary asked Members to note the rigorous procedure that had been followed prior to the election of the President and formally noted in the papers. The result was overwhelming support for the re-election of the current President, Sir Emyr Jones Parry GCMG FInstP PLSW by the Fellowship. Sir Emyr would commence his second term of office as the Society's President at the end of the meeting until the end of the May 2020 Annual General Meeting.

1.2 Vice-President (STEMM)

Members were asked to note the process followed, as per the Royal Charter and bye-laws and the Society's Regulations, with regard to the re-election of Professor Ole Petersen CBE FMedSci MAE FLSW FRS for a further period of 12 months, at Professor Petersen's request as outlined in paper AGM/2017/04.

Council members would be invited to nominate a replacement for a period of up to three Society years during the autumn term 2017.

1.3 Vice-President (Arts, Humanities and Social Sciences)

Members were asked to note the process followed, as per the Royal Charter and bye-laws and the Society's Regulations, with regard to the election of a new Vice-President for the Arts, Humanities and Social Sciences and congratulated Professor David Boucher FRHistS FAcSS FLSW. Professor Boucher would commence his first term of office as the Society's Vice-President for the Arts, Humanities and Social Sciences at the end of the meeting until the end of the May 2020 Annual General Meeting.

1.4 General Secretary

Members were asked to note the process followed, as per the Royal Charter and bye-laws and the Society's Regulations, with regard to the election of a new General Secretary and congratulated Professor Alan Shore FInstP FLSW. Professor Shore would commence his first term of office as the Society's General Secretary at the end of the meeting until the end of the May 2020 Annual General Meeting.

The President thanked both Professor M. Wynn Thomas (who had served as the Society's Vice-President for the Arts, Humanities and Social Sciences for the last two terms and a Founding Fellow the Society) and Professor John Tucker (who had also served as the Society's General Secretary for the last two terms and was also a Founding Fellow) for their invaluable support and contribution to the establishment and continued success of the Society.

Professor Thomas would continue to champion on Wales Studies and Professor Tucker on the History of Science in Wales.

2. Election of Members of Council

Members were asked to note the process followed, as per the Royal Charter and bye-laws and the Society's Regulations, with regard to the election of new members of the Council.

The President welcomed and congratulated the following new members:

- Professor Mike Charlton FInstP FLSW (re-elected)
- Professor David Evans FLSW (re-elected)
- Professor Sioned Davies FLSW
- Professor Helen Fulton FSA FLSW
- Professor Denisil Morgan DD FLSW
- Professor John Morgan DSc (hc) FRAI FRSA FLSW FRHistS
- Professor Tim Phillips DSc FLSW

and thanked Professor Robin Williams CBE HonFInstP FLSW FRS, Professor Kenneth Dyson DLitt FRSE FRHist FLSW FBA and Professor Keith Robbins DLitt FRSE FRHistS FLSW also for their invaluable contribution and support as council members for the last two terms; all of whom were Founding Fellows of the Society.

The President also thanked Professor Judith Phillips OBE FAcSS FLSW who had served on Council for nearly a full term.

3. Co-option of a Member of Council

The Society's Regulations (3 (vi)) also provide for the Council to be able to co-opt up to two additional Fellows to serve as Members of the Council.

No members of Council were co-opted during the last Society year.

8. Activities and developments since the last Annual General Meeting

Members **RECEIVED** and **NOTED** paper AGM/2017/05, a report on activities and developments since the last Annual General Meeting held on 18 May 2016.

In accordance with the provisions of the Regulations, the President invited the General Secretary, to introduce the Report.

Professor Tucker reiterated the context and purpose of the Society and drew attention to all sections of the Report:

- The Year in View;
- Celebrating and Inspiring – Society Medals and Prizes;
- Programmes of Lectures and Events;
- Recognition and Relevance (in particular the Diamond Review);
- Society Projects (in particular Wales Studies and the History of Welsh Science and Technology);
- Consultation Responses;
- The Secretariat (and thanked them for their hard work);
- Fellow's Honours, Prizes and Awards (with the addition of 2 further awards since the papers had been circulated: Professor Jamie Rossjohn who had been made a Fellow of the Academy of Medical Sciences and Professor James Durrant who had been made a Fellow of the Royal Society);
- The Fellowship;
- Governance.

The President thanked the General Secretary for his presentation and valuable contribution to the Society's work and invited Fellows to comment on any of the matters raised. No comments were received.

9. Obituaries

9.1 Members **RECEIVED** and **NOTED** with sadness paper AGM/2017/06, a report on the deaths of the following Fellows:

- Professor **Garel Rhys** CBE FIMI FRSA FLSW (*ob.* 21 February 2107) – Elected 2013
- Professor **Geoffrey Wainwright** MBE FSA FRSA FLSW (*ob.* 6 March 2017) – Elected 2011
- Professor **Peter Wells** CBE FRS FEng FMedSci MAE FLSW (*ob.* 22 April 2017 – Founding Fellow

9.2 A letter of condolences had been sent to the families of the deceased;

9.3 Members stood in silence as a mark of respect.

10. Annual General Meeting 2017

Members **RECEIVED** and **NOTED** paper AGM/2017/07. The President asked members to note that the date of the next Annual General Meeting had been changed to Wednesday, 23 May 2018 and NOT 16 May 2018 as noted in the paper. This was due to the Easter break not allowing sufficient time to administer the Fellowship election.

11. Election of new Fellows, 2016/17

Members **RECEIVED** and **NOTED** paper AGM/2017/08, a report on the election of new Fellows during the Society's seventh Election Cycle in 2016/17, which included details of the procedures followed for their nomination, scrutiny and election, together with a list of the forty-two new Fellows and 2 new Honorary Fellows.

Professor M. Wynn Thomas, in his capacity as Vice-President of the Society was called to present the paper.

Professor Thomas, on behalf of the Society:

- 11.1 congratulated the newly-elected Fellows and welcomed those present at the meeting;
- 11.2 said that the election had again strengthened the Society considerably, adding to its ranks 42 new Fellows who represented a broad range of academic disciplines;
- 11.3 the election of 2 new Honorary Fellows, the former President of Ireland Professor May McAleese and Lord Stewart of Sutherland, Baron Sutherland of Houndwood;
- 11.3 drew attention to the fact that:
 - (i) the Society now had more than 460 Fellows, distinguished men and women from all branches of learning who were prominent figures within their respective academic disciplines or professions;

- (ii) this year 35% of the new Fellows were female, and of the STEMM Fellows elected, a third were women. This was the highest proportion in the history of the Society;
- (iii) reminded the Fellowship of the Society's aim, as far as possible, to achieve a broad balance amongst the Fellows in terms of gender, age, subject and geographical distribution;
- (iv) the criteria for election to Fellowship set out at Appendix A to paper AGM/2017/08;
- (v) the number and proportion of Fellows acting as Lead Proposers for new nominations had decreased. In 2016/17, 8.6% of the Fellowship put forward new names for nomination to Fellowship. The Society was therefore keen to encourage the Fellowship to become more involved as Lead Proposers for future nominations;

Professor Thomas also thanked Professor Petersen, Chairs of the Scrutiny committees and their members, the ballot count scrutineers and the Secretariat for their due diligence in administering this year's nomination and election of new Fellows.

12. Formal Welcome and Introduction of Fellows

The President asked members to **RECEIVE** and **NOTE** paper AGM/2017/09 which outlined the process with regards to the formal welcome and introduction of Fellows and greeted in turn each of those Fellows present who had been elected in 2016/17 and each of those Fellows elected during previous years who had not yet been formally admitted to Fellowship, formally introduced them to the other Fellows, and welcomed them into the Fellowship of the Society, addressing them in the following words:

'In the name and by the authority of The Learned Society of Wales, I admit you as Fellows thereof'.

Thereafter each Fellow who had been welcomed into the Fellowship signed the Roll of Fellows, thereby affirming that, as a Fellow of the Learned Society of Wales:

'I undertake to do all within my power to uphold the purposes and good name of the Society'.

13. Annual Address by the President, Sir Emyr Jones Parry

Sir Emyr Jones Parry presented to Fellows of the Society his Annual Presidential Address (the text of which would be made available *via* the Publications page of the Society's website.

The AGM rose at 5.50 p.m.

AGM 17 May 2017 apologies formally received by:

Professor Peter Andrew, Professor Peter Barry, Professor Lynne Boddy, Professor Michael Bowker, Professor Ronald Brown, Professor Stephen Brown, Professor Keith Burnett, Professor Richard Carwardine, Professor Marc Clement, Professor Martin Daunton, Professor Alun Davies, Professor Sioned Davies, Professor Richard Davies, Professor Nancy Edwards, Professor Bridget Emmett, Professor Owen E Evans, Professor Roger Falconer, Professor Anthony Ford, Mr Andrew Green, Professor Ralph Griffiths, Professor Paul Harper, Professor Kenneth Harris, Professor John Hartley, Professor David Herbert, Professor Christopher Hooley, Professor John Hughes, Professor Dyfrig Hughes, Professor Graham Hutchings, Professor Geraint Johnes, Sir Roger Jones, Professor John Gwynfor Jones, Professor John Jones, Professor Mari Jones, Professor Douglas Kell, Professor Richard Kenway, Professor Peter Knowles, Professor Mark H. Lee, Professor Mary Lloyd Jones, Professor John McWhirter, Professor Christopher Meredith, Professor Kenneth Morgan, Professor Robin Okey, Mr Dennis O'Neill, Professor Stephen Ormerod, Professor Roger Owen, Mr Alwyn Owens, Professor John Pearce, Professor Timothy Phillips, Professor Loredana Polezzi, Professor Timothy Porter, Professor Brian Randell, Professor Richard Rathbone, Professor Richard Rawlings, Professor Siân Reynolds, Professor Brynley Roberts, Dr Ceridwen Roberts, Professor Jamie Rossjohn, Professor Robin Stowell, Professor Anita Thapar, Sir John Meurig Thomas, Dame Jean Thomas, Professor J Heywood Thomas, Professor David Tozer, Professor Hazel Walford Davies, Professor Peter Wells, Professor Gavin Wilkinson, Professor Colin Williams, Professor Geraint Williams. Professor Gruffydd Aled Williams



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Annual General Meeting, 23 May 2018
Cyfarfod Cyffredinol Blynyddol, 23 Mai 2018

AGM/2018/01
Agendum 4
CCB/2018/01
Agendwm 4

Governance Matters

Governing Instruments

The Society was awarded Royal Charter on 28 September 2015. As a result of being awarded the Royal Charter, the Society has been incorporated as a Royal Charter Charity (1168622). Following the transition and incorporation to Royal Charter Charity, the limited company status for the Society was made dormant on 5 August 2016.

The Society's current governing documents are its Royal Charter and bye-laws. This, along with the Society's Regulations form the Society's governing instruments since August 2016.

Copies of all of the documents mentioned above are available on the Society's website:

<https://www.learnedsociety.wales/about-us/governance/>

Paper copies of any of these documents are available on request – please contact the Clerk on 029 2037 5054 or email her at Akirk@lsw.wales.ac.uk.

The Society's Council

The Charter provides for the Society's governing body to be the Council, in which "shall be vested the government and control of the Society and its affairs" subject to the provision of the Charter, bye-laws and Regulations (Item 7.1). This includes the determination of the educational activities of the Society, the effective and efficient use of resources, the solvency of the Society and the safeguarding of its assets, as well as ensuring that all matters relating to accounts and financial procedures are conducted in accordance with legal and regulatory requirements.

Members of the Council serve as Charity Trustees for the purpose of charity law.

5. Governance

Throughout the year a significant amount of time is required for governance related matters. 2017/18 has been no exception. There have been four ordinary meetings of the Council and one Special meeting of the Council since the Annual General Meeting held on 17 May 2017 and during this time, the Council and its Committees:

- reviewed the Society's Regulations via General Purposes Committee and approved by Council to ensure that the Regulations remain "fit for purpose";
- reviewed the Society's nominations and elections process via Appointments, Governance and Nominations Committee and approved by Council to ensure that the process was fair and transparent;
- reviewed and revised the Council's Code of Conduct;
- reviewed and revised the annual subscription rates for Fellow to take effect from 2019/20;
- reviewed and revised schedule of major risks facing the Society;

- commissioned and carried out an external consultation to better understand stakeholder perceptions of the Society;
- drafted the Society's strategic plan 2018-2023;
- commissioned a comprehensive review of diversity, equality and inclusion;
- reviewed and revised the role of University Liaison Officers;
- established a working group to deliver a series of events to mark the 70th anniversary of the NHS;
- established a working group to establish and deliver an annual programme of LSW events;
- completed and submitted an HSBC review of banking services. The review was co-ordinated and submitted to the bank on behalf of the Society by the Clerk;
- developed a number of additional good working practice policies for the Society (e.g. an Anti Bribery policy, a Data Protection policy and a Bi-lingualism policy);
- completed and returned for the final time a full Corporation Tax return as requested by HMRC;
- arranged nominations and elections for the roles of Vice-President (STEMM), Treasurer, Council members and committee Members (General Purposes Committee and the Finance Committee);
- ensured compliance with new General Data Protection Regulations.

Election of Officers and Members of the Council 2018

1. Election of Officers

1.1 Treasurer

The Royal Charter and bye-laws (9.3 (i)) and the Society's Regulations (Regulation 6.3 (i)) provide that:

“the Treasurer shall be elected by the Fellows of the Society from amongst their number.”

On the 14 February 2018, Fellows were advised that the second term of office for the Society's Treasurer, John Wyn Owen CB FRGS FHSM FRSocMed FLSW, was coming to an end at the end of the 23 May 2018 Annual General Meeting. Fellows were further advised that Professor Owen was not eligible to stand for re-election (as per the Society's Regulations (6.2 (Iii))).

The closing date for nominations was the 12th March 2018, and one nomination was received for the position.

During its meeting on the 21st March 2018, the Council, unanimously approved the election of the next Treasurer and Chair of Finance Committee for a period of three Society Years, beginning at the end of the 23 May 2018 Annual General Meeting.

Fellows were advised that Professor Keith Smith, had been elected as Treasurer of the Learned Society of Wales for an initial term of office (from the end of the Society's Annual General Meeting to be held on the 23 May 2018 until the end of the Annual General Meeting to be held in May 2021).

1.2 Vice-President (STEMM)

The Royal Charter and its bye-laws (bye-law 9.2 (ii)) provide that:

“the Vice-President(s) shall be elected by the Council from amongst it numbers.”

The first term of office for the current Vice-President, Professor Ole Petersen CBE FMedSci MAE FLSW FRS ends at the end of the 23 May 2018 Annual General Meeting.

Professor Ole Petersen had been re-elected for a second term for a period of 12 months only and was not eligible for re-election.

One nomination was received for the position, and at their meeting on 24th January 2018 the Council unanimously agreed to elect Professor Michael Charlton FInstP FLS t to serve as the Society's Vice-President for STEMM for an initial term of office (from the end of the Society's Annual General Meeting to be held on the 23 May 2018 until the end of the Annual General Meeting to be held in May 2021).

2. Election of Members of Council

The Society's Regulations (8.1) provide that the Terms of Office of Elected Members of Council shall be determined as follows:

- i. except as provided for in these Regulations, the term of Office for Elected Members of Council shall ordinarily be three Society Years;
- ii. Elected Members of Council shall be eligible for re-election for a second term;
- iii. Elected Members having served two terms shall not be eligible for re-election for a further term until at least one Society Year has elapsed;
- iv. the term of Office for new Elected Members of Council shall commence at the close of the Annual General Meeting at which their election was announced.

On the 14 February 2018, Fellows were invited to nominate one or more persons, from amongst their number, for election to membership of the Council for the four vacancies which had arisen. The Fellows elected would serve for a period of three Society Years, from the end of the Annual General Meeting in May 2018 until the end of the Annual General Meeting in 2021.

Fellows were advised that the term of office for the Members of Council listed below would end at the close of the 23 May 2018 Annual General Meeting:

- Professor John Jones (eligible for re-election)
- Professor Roger Owen
- Professor Keith Smith, who would become an Ex-Officio member of Council
- Professor Michael Charlton, who would become an Ex-Officio member of Council

Following the closing date for nominations on the 12 March 2018, the Clerk had received five nominations for the four vacancies available thus resulting in the need for a ballot of Council nominations.

The electronic ballot opened at the beginning of April (with a hard copy being sent to all Fellows who had expressed their wishes to correspond with the Society only via the postal method) and the ballot closed on the 25 April 2018.

As per the Society's Regulations (8.2 (x)):

'two Fellows, who shall not be members of Council, shall be nominated by the President to serve as Scrutineers for the election; the Scrutineers only shall examine and count the votes, in the presence of the Clerk, to whom they shall hand their report; the result of the election shall be announced at the Annual General Meeting; thereafter, the Clerk shall inform all Fellows of the election result.'

The Scrutineers (Professor Justin Lewis and Professor Claire Gorrara) met to count ballot papers, in the presence of the Clerk on Thursday, 26 April 2018. The Society is grateful to both Scrutineers for undertaking this role.

The following Fellows, who were nominated, have been elected or re-elected to serve on the Society's Council from the end of the 23 May 2018 Annual General Meeting to the end of the May 2021 Annual General Meeting:

- Professor John Jones (re-elect)
- Professor Ieuan Hughes
- Professor Hywel Thomas
- Dr Lynn Williams

The Society wishes to thank Professor Roger Owen, for his valuable contributions to the Society's work during their time as members of the Council. Professor Owen has served on the Council for the last two terms and were therefore not eligible for re-election, as per the Society's Regulations (8.1 (iii)).

2.3 Co-optation of a Member of Council

The Society's Regulations (3 (vi)) also provide for the Council to be able to co-opt up to two additional Fellows to serve as Members of the Council.

No members of Council were co-opted during the last Society year.

Amanda Kirk

May 2018

The Society's Committees

1. THE COUNCIL

The Council, which held four ordinary meetings during the year and one special meeting specifically for Fellowship Nominations, directs and manages the Society and governs and controls its affairs, delegating as appropriate some of its functions to standing committees, each of which reports regularly to the Council. As the Learned Society of Wales is a registered charity incorporated by Royal Charter, the Officers and Members of the Council fulfil the role of Trustees.

The Society's Regulations (3.1) provide that the Council shall comprise of the following members:

- i. the President
- ii. the two Vice-Presidents
- iii. the Treasurer
- iv. the General Secretary
- v. Elected Members; no more than 15 Fellows of the Society elected by the Fellowship
- vi. Co-opted Members; no more than two Fellows of the Society co-opted by the Council
- vii. The total membership of the Council shall be no fewer than 10 persons (bye law 3.2).

Council Membership during the Society year 2017-18 was as follows:

Officers

Sir Emyr Jones Parry GCMG FInstP PLSW (member *ex officio*), President and Chair of Council

(Science, Technology, Engineering, Medicine and Mathematics)

Professor John Wyn Owen CB FRGS FHSM FRSocMed FLSW, Treasurer

(Science, Technology, Engineering, Medicine and Mathematics)

Professor Ole Petersen CBE FLSW FRS, Vice-President

(Science, Technology, Engineering, Medicine and Mathematics)

Professor David Boucher FRHistS AcSS FLSW, Vice-President

(Arts, Humanities and Social Sciences)

Professor Alan Shore FInstP FLSW, General Secretary

(Science, Technology, Engineering, Medicine and Mathematics)

Elected Members

Science, Technology, Engineering, Medicine and Mathematics

Professor Michael Charlton FInstP FLSW

Professor David Evans FLSW

Professor John Jones FLSW

Professor Roger Owen FEng FLSW FRS

Professor Keith Smith FRSC FLSW

Professor Tim Phillips DSc FLSW

Arts, Humanities and Social Sciences

Professor Nancy Edwards FSA, FLSW

Professor Christine James FLSW

Professor Terry Threadgold, FLSW

Professor Sioned Davies FLSW

Professor Helen Fulton FSA FLSW

Professor Densil Morgan DD FLSW

Professor John Morgan DSc (hc) FRAI FRSA FLSW FRHistS

Council members for 2018/2019 will be as follows:

Officers

Sir Emyr Jones Parry GCMG FInstP PLSW (member *ex officio*), President and Chair of Council
(*Science, Technology, Engineering, Medicine and Mathematics*)

Professor Keith Smith FRSC FLSW, Treasurer
(*Science, Technology, Engineering, Medicine and Mathematics*)

Professor Michael Charlton FInstP FLSW, Vice-President
(*Science, Technology, Engineering, Medicine and Mathematics*)

Professor David Boucher FRHistS AcSS FLSW, Vice-President
(*Arts, Humanities and Social Sciences*)

Professor Alan Shore FInstP FLSW, General Secretary
(*Science, Technology, Engineering, Medicine and Mathematics*)

Elected members

Science, Technology, Engineering, Medicine and Mathematics

Professor David Evans FLSW

Professor John Jones FLSW

Professor Tim Phillips DSc FLSW

Professor Ieuan Hughes FMedSci FRCP FRCP(C) FRCPCH FLSW

Professor Hywel Thomas CBE FEng MAE FLSW FRS

Arts, Humanities and Social Sciences

Professor Nancy Edwards FSA, FLSW

Professor Christine James FLSW

Professor Terry Threadgold, FLSW

Professor Sioned Davies FLSW

Professor Helen Fulton FSA FLSW

Professor Densil Morgan DD FLSW

Professor John Morgan DSc (hc) FRAI FRSA FLSW FRHistS

General

Dr Lynn Williams FLSW

2. COMMITTEES

The Society, as per its Royal Charter and bye-laws, gives Council the power to “create, dissolve and set terms of reference for such Committees of the Council as it sees fit, which may include persons who are not Council members”.

The Society’s existing Committees are listed below:

2.1 The Executive

Council has delegated to an Executive, the conduct to support business of the Society for the purpose of ensuring the effective management of the day-to-day business of the society. Its Terms of Reference provides for its membership as follows:

Its current members are listed below:

Sir Emyr Jones Parry GCMG FInstP PLSW (member *ex officio*), President (Chair)

Professor John Wyn Owen CB FRGS FHSM FR SocMed FLSW, Treasurer

Professor Ole Petersen CBE FLSW FRS, Vice-President

Professor David Boucher FRHistS AcSS FLSW, Vice-President

Professor Alan Shore FInstP FLSW, General Secretary

Professor Peter Halligan PhD DSc FBPsS FPSI FMedSci FRSB, Chief Executive (until January 2018)

Dr Sarah Morse (From January 2018)

Amanda Kirk, Clerk

Its members at the end of the 23 May 2018 Annual General Meeting will be as follows:

Sir Emyr Jones Parry GCMG FInstP PLSW (member *ex officio*), President (Chair)

Professor Keith Smith FRSC FLSW, Treasurer

Professor Michael Charlton FInstP FLSW, Vice President

Professor David Boucher FRHistS AcSS FLSW, Vice President

Professor Alan Shore FInstP FLSW, General Secretary

Dr Sarah Morse, Acting Chief Executive (until July 2018)

Mr Martin Pollard, Chief Executive (from July 2018)

Amanda Kirk, Clerk

2.2 The General Purposes Committee

The General Purposes Committee shall ensure that the Council has adequate information to enable it to discharge its duties. Its Terms of Reference provides for its membership as follows:

- (i) *Members ex officio:*
- The President (who shall be Chair)
- The Vice-President (from the broad category of Science, Technology and Medicine)
- The Vice-President (from the broad category of Arts, Humanities and Social Sciences)
- The Treasurer
- The General Secretary;
- (ii) Three members appointed by the Council from among the Fellowship;
- (iii) Such other person or persons not exceeding two in number as the Committee may think fit to co-opt as members.

Its current members are listed below:

Sir Emyr Jones Parry GCMG FInstP PLSW (*member ex officio*), President (Chair)

Professor John Wyn Owen CB FRGS FHSM FRSocMed FLSW, Treasurer

Professor Ole Petersen CBE FLSW FRS, Vice-President

Professor David Boucher FRHistS AcSS FLSW, Vice-President

Professor Alan Shore FInstP FLSW, General Secretary

Professor Keith Smith FRSC FLSW

Professor Michael Charlton FInstP FLSW

Professor Katie Gramich FLSW

Its members at the end of the 23 May 2018 Annual General Meeting will be as follows:

Sir Emyr Jones Parry GCMG FInstP PLSW (*member ex officio*), President (Chair)

Professor Keith Smith FRSC FLSW, Treasurer

Professor Michael Charlton FInstP FLSW, Vice-President

Professor David Boucher FRHistS AcSS FLSW, Vice-President

Professor Alan Shore FInstP FLSW, General Secretary

Professor Katie Gramich FEA FLSW

Professor Ceri Davies DLitt FLSW

Professor Julia Thomas FLSW

There are currently no co-opted members on this committee.

2.3 The Finance Committee

The Finance Committee shall ensure that the Council has adequate information to enable it to discharge its financial responsibilities which includes compliance with the Charities Act 2011 and other relevant legislation, management of Society budgets, and compliance with external financial reporting standards. Its Terms of Reference provides for its membership as follows:

- (i) *Members ex officio:*
- The Treasurer (who shall be Chair)

The General Secretary;

- (ii) Three members appointed by the Council from among the Fellowship;
- (iii) Such other person or persons not exceeding two in number as the Committee may think fit to co-opt as members.

Its current members are listed below:

Professor John Wyn Owen CB FRGS FHSM FRSocMed FLSW, Treasurer (Chair)

Professor Alan Shore FInstP FLSW, General Secretary

Professor Ole Petersen CBE FLSW FRS

Professor Michael Charlton FInstP FLSW

Professor Dyfrig Huges FLSW

Its members at the end of the 23 May 2018 Annual General Meeting will be as follows:

Professor Keith Smith FRSC FLSW, Treasurer (Chair)

Professor Alan Shore FInstP FLSW, General Secretary

Professor Mike Charlton FInstP FLSW

Professor Dyfrig Hughes FLSW FFRPS FBPhS

Professor Terry Threadgold FLSW

There are currently no co-opted members on this committee.

2.4 Development Funding Committee

In 2017/18 the Council agreed to combine the work of the Development Funding Committee with the proposed Campaign Board. The Terms of Reference and membership of the Campaign Board will be finalised in 2018/19.

2.5 The Appointments, Governance and Nominations Committee

The Appointments, Governance and Nominations Committee is responsible for looking at and advising Council on the process required for the role of President, Officers and Chief Executive and nominations to Council. This Committee also works across all Scrutiny Committees to encourage a greater range of applications for Fellowship, pro-actively identifying suitable candidates to put forward for Fellowship nomination, actively seek out suitable female candidates for nomination and look at the balance of the Fellowship as a whole (for example, in terms of the Equality Act 2010, subject distribution and geographical distribution). Its Terms of Reference provides for its membership to be as follows:

- (i) *Members ex officio:*
 - The President (who shall be Chair)*
 - The General Secretary
 - The Treasurer
 - The Vice-President (from the broad category of Science, Technology and Medicine)
 - The Vice-President (from the broad category of Arts, Humanities and Social Sciences)

- (ii) Two members from amongst the Council; one of each gender who are not Officers, appointed by Council
- (iii) Such other Fellow or Fellows, who are not Council members, not exceeding two in number as the Committee may think fit to co-opt

*excluding the Presidential Search Committee; the Council will appoint a Chair for this Committee when the need arises.

Its current members are listed below:

Sir Emyr Jones Parry GCMG FInstP PLSW (member *ex officio*), President (Chair)

Professor John Wyn Owen CB FRGS FHSM FR SocMed FLSW, Treasurer

Professor Ole Petersen CBE FLSW FRS, Vice-President

Professor David Boucher FRHistS AcSS FLSW, Vice-President

Professor Alan Shore FInstP FLSW, General Secretary

Professor Christine James FLSW

Professor David Evans FLSW

Professor Keith Robbins DLitt FRSE FRHistS FLSW

There are currently no co-opted members on this committee.

Its members at the end of the 23 May 2018 Annual General Meeting will be as follows:

Sir Emyr Jones Parry GCMG FInstP PLSW (member *ex officio*), President (Chair)

Professor Keith Smith FRSC FLSW, Treasurer

Professor Michael Charlton FInstP FLSW, Vice President

Professor David Boucher FRHistS AcSS FLSW, Vice President

Professor Alan Shore FInstP FLSW, General Secretary

Professor Christine James FLSW

Professor David Evans FLSW

Professor Keith Robbins DLitt FRSE FRHistS FLSW

Medal Committee members

Menelaus Medal

Chair: Professor Roger Owen

Mr Philip Hourahine (SWIET2007 representative)

Professor Karen Holford

Frances Hoggan Medal

Chair: Professor Dianne Edwards

Professor Paola Borri

Professor Karen Holford

Professor Julian Hopkin

Professor Robin Williams

Hugh Owen Medal

Chair: Professor Gareth Rees

Mr Rob Humphreys

Professor Geraint Johnes

Dillwyn Medal: STEMM

Chair: Professor Mike Charlton

Professor Tony Atkins

Dr Sally Davies

Dillwyn Medal: Social Science, Business and Education

Chair: Professor Sue Mendus

Professor Gillian Douglas

Dr Ceridwen Roberts

Dillwyn Medal: Creative Arts and Humanities

Chair: Professor Jerry Hunter

Professor Jane Aaron

Professor Richard Carwardine



THE LEARNED SOCIETY OF WALES CYMDEITHAS DDYSGEDIG CYMRU

THE NATIONAL ACADEMY – CELEBRATING SCHOLARSHIP AND SERVING THE NATION
YR ACADEMI GENEOLAETHOL – YN DATHLU YSGOLHEICTOD A GWASANAETHU'R GENEDL

Annual General Meeting, 23 May 2018

AGM/2018/02
Agendum 5

Cyfarfod Cyffredinol Blynyddol, 23 Mai 2018

CCB/2018/02
Agendwm 5

Annual Report and Accounts, 5 August 2016 to 31 July 2017

Further to the provisions of the Royal Charter and Bye-Laws, Fellows are invited formally to receive the Learned Society of Wales's Annual Report and Accounts for the period **5 August 2016 to 31 July 2017** (the Society's seventh accounting period).

Fellows are advised that the Report and Accounts are available to be downloaded from the Society's website: <https://www.learnedsociety.wales/about-us/corporate-documents/>

Fellows are advised that hard copies are available upon request.

The business of the Annual General Meeting of Fellows of the Society includes the presentation and adoption of the audited statement of Accounts for the year ending the previous 31 July and associated reports.

The Report and Accounts have been prepared in accordance with:

- the provisions of the Charity Commission's Statement of Recommended Practice (SORP) on Accounting and Reporting by Charities (http://www.charitySORP.org/media/619101/frs102_complete.pdf). The SORP provides for the inclusion of a Statement of Financial Activities (SOFA), as opposed to an Income and Expenditure Account. The SOFA requires the value of donated services, as well as the actual cash value of income and expenditure, to be included in the Accounts.
- The financial reporting framework that has been applied in the preparation of the financial statements is the United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (<https://www.frc.org.uk/Our-Work/Publications/Accounting-and-Reporting-Policy/FRS-102-The-Financial-Reporting-Standard-applicab.pdf> and applicable law (United Kingdom Generally Accepted Accounting Practice).

The accounts are presented as two separate papers:

- a first set of accounts for the Royal Charter Charity for submission to the Charities Commission. These accounts show that as a new entity there is no year on year comparison;
- a final set of accounts for Companies House. The accounts demonstrate that all assets have been transferred out to the Royal Chartered Charity and the company has a zero balance and can now become dormant.

The Accounts show that all but £4,000 of the Society's total incoming resources (£336,643) for the accounting period fell into the category of unrestricted funds. The Balance Sheet shows net assets amounting to £364,313 at the end of the period.

The Report and Accounts were approved by the Council on **24 January 2018** and have since been submitted to Companies House and the Charities Commission.

The Accounts were produced with the assistance of staff of the Finance Department of the University of Wales, which, as part of the University's infrastructural support for the Society, provided day-to-day financial administrative services to the Society. The Society remain grateful for the continued support.

Appointment of Auditors and the fixing of their Remuneration 2017/18

To maintain public confidence in the work of charities, charity law requires most charities to have an external scrutiny of their accounts.

The Society's Royal Charter and bye-laws (bye-law 17, 17.1 and 17.2) provides for the following:

17. Auditors or Independent Examiners

- 17.1 The accounts of the Society shall be audited annually by auditors or independent examiners who shall be appointed by and whose duties shall be regulated by the **Council**.
- 17.2 No persons shall be appointed as auditors or independent examiners unless suitably qualified.

Discussions are currently ongoing with University of Wales Trinity Saint David regarding the provision of Auditors in 2017/18. UWTSU have recently sought tenders for their future auditors and will advise us in due course.

Amanda Kirk
May 2018



The Learned Society of Wales

**Final Report and Company Accounts
for the period 5 August 2016 to 31 July 2017**

**Registered Charity Number 1141525
Company Number 7256948**

For more information about the Society, contact:

The Learned Society of Wales

The University Registry

King Edward VII Avenue

Cathays Park

Cardiff CF11 1NU

029 2037 6976 / 029 2037 6954

email: lsw@lsw.wales.ac.uk

or visit the Society's website: www.learnedsociety.wales



THE LEARNED SOCIETY OF WALES CYMDEITHAS DDYSGEDIG CYMRU

THE NATIONAL ACADEMY – CELEBRATING SCHOLARSHIP AND SERVING THE NATION
YR ACADEMI GENEDLAETHOL – YN DATHLU YSGOLHEICTOD A GWASANAETHU'R GENEDL

The Learned Society of Wales

(a registered charity)

Report and Accounts

for the period 5 August 2016 to 31 July 2017

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Administrative Details

Charity Name:	The Learned Society of Wales
Welsh name of Charity:	Cymdeithas Ddysgedig Cymru
Charity Registration Number:	1141526
Company Number:	7256948
Registered Office and operational address:	The University Registry King Edward VII Avenue Cathays Park Cardiff CF10 3NS
Website:	www.learnedsociety.wales / www.cymdeithasddysgedig.cymru

Members of Council (Charity Trustees)

Professor David Boucher	Professor John Morgan (from May 2017)
Professor Michael Charlton	Professor John Wyn Owen (Director)
Professor Sioned Davies (from May 2017)	Professor Roger Owen
Professor Kenneth Dyson (until May 2017)	Professor Ole Petersen
Professor Nancy Edwards	Professor Judith Phillips (Until May 2017)
Professor David Evans	Professor Tim Phillips (From May 2017)
Professor Helen Fulton (from May 2017)	Professor Keith Robbins (until May 2017)
Professor Christine James	Professor Alan Shore (Director)
Professor John Jones	Professor Keith Smith
Sir Emyr Jones Parry	Professor Terry Threadgold
Professor Densil Morgan (from May 2017)	Professor Robin Williams (until May 2017)

Except where indicated, the persons listed above served as Charity Trustees throughout the period covered by this Report and occupied these positions on the date on which the Report was approved (24 January 2018).

Auditors

PricewaterhouseCoopers LLP, One Kingsway, Cardiff CF10 3PW

Bankers

HSBC (UK) Limited, 56 Queens Street, Cardiff CF10 2PX

Legal Advisers

Blake Morgan, Bradley Court, Park Place, Cardiff CF10 3DR

Chief Executive

Professor Peter W Halligan (Director)

Clerk (including Company Secretary)

Mrs Amanda Kirk

Structure, Management and Governance

Governing Document

The Society was incorporated as a company limited by guarantee (company number, 7256948) on 18th May 2010 and was accorded charitable status on 19 April 2011 (Registered Charity Number 1141526). It was established under a Memorandum and Articles of Association which defined the objectives, powers and governance arrangements.

During 2013/14, the Society initiated the process of applying for a Royal Charter and this was successfully awarded in September 2015. As a result of being awarded the Royal Charter, the Society incorporated itself as a Royal Charter Charity (with a new registered charity number) during August 2016. All activities and reserves of this company were transferred to the Royal Charter Charity on 5 August 2016 with the intention of the former company becoming dormant.

Responsibilities of the Council

The Charter provides for the Society's governing body to be the Council, in which *"shall be vested the government and control of the Society and its affairs"* subject to the provision of the Charter, bye-laws and Regulations (Item 7.1). This includes the determination of the educational activities of the Society, the effective and efficient use of resources, the solvency of the Society and the safeguarding of its assets, as well as ensuring that all matters relating to accounts and financial procedures are conducted in accordance with legal and regulatory requirements.

Given transfer to the new Royal Charter Charity described above, all other matters surrounding governance, objectives, activities, achievements together with the financial review are now set out in the new Royal Charter charity (registered number 1168622)

Responsibilities of the Council and Trustees

Company law requires the Council to prepare financial statements for each accounting period (financial year) which give a true and fair view of the state of the affairs of the charity as at the balance sheet date and of its incoming resources and application of resources, including income and expenditure, for the period. In preparing those financial statements, the Council should follow best practice and:

- *select suitable accounting policies and then apply them consistently;*
- *make judgements and estimates that are reasonable and prudent;*
- *prepare the financial statements on the going concern basis unless it is not appropriate to assume that the charity will continue on that basis.*

The Council is responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the charity and to enable it to ensure that the financial statements comply with the Charities Act 2011. The Council is also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The members of the Council, who are Charity Trustees for the purpose of Charity law, and served during the accounting period covered by this report are all listed on page 1.

Declaration

In accordance with company law, as the company's Directors, we certify that:

- so far as we are aware, there is no relevant audit information of which the company's auditors are unaware; and
- as the directors of the company we have taken all the steps we ought to have taken in order to make ourselves aware of any relevant audit information and to establish that the charity's auditors are aware of that information.

PricewaterhouseCoopers LLP were re-appointed as the charity's auditors during the year.

This report has been prepared in accordance with:

- the *Statement of Recommended Practice: Accounting and Reporting by Charities*;
- the Charity Commissions guidance, *Charities and Public Benefit: an overview and PB1, PB2 and PB3* (16 September 2013), *The Advancement of Education for the Public Benefit* (December 2008, as amended December 2011); and the Public Benefit Requirement (September 2013)
- the provision of the Companies Act 2006 relating to small companies.

The report was approved by the Council on 24 January 2018 and signed on its behalf by:

Professor Alan Shore (General Secretary)

Professor John Wyn Owen (Treasurer)

Professor Peter William Halligan (Chief Executive)

Mrs Amanda Kirk (Clerk to Council)

Date: 24 January 2018

Auditors' Report

Independent auditors' report to the members of The Learned Society of Wales

Report on the audit of the financial statements

Opinion

In our opinion, the Learned Society of Wales' financial statements (the "financial statements"):

- give a true and fair view of the state of the charitable company's affairs as at 31 July 2017 and of its incoming resources and application of resources, including its income and expenditure, for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Report and Accounts (the "Annual Report"), which comprise: the balance sheet as at 31 July 2017; the statement of financial activities (including income & expenditure account); and the notes to the financial statements.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the charitable company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the trustees' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the trustees have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the charitable company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the charitable company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The trustees are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion on, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Trustees' Annual Report

In our opinion, based on the work undertaken in the course of the audit the information given in the Trustees' Annual Report, including the Strategic Report, for the financial year for which the financial statements are prepared is consistent with the financial statements; and the Strategic Report and the Trustees' Annual Report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Trustees' Annual Report. We have nothing to report in this respect.

Responsibilities for the financial statements and the audit

Responsibilities of the trustees for the financial statements

As explained more fully in the Statement of Responsibilities of the Council and Trustees set out on page 3, the trustees are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The trustees are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the trustees are responsible for assessing the charitable company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the trustees either intend to liquidate the charitable company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the charity's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of trustees' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Jonathan Bound (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Cardiff
28 January 2018

Statement of Financial Activities

Learned Society of Wales Statement of Financial Activities (including Income & Expenditure Account) for Period ending 31 July 2017

	Notes	Unrestricted Funds 2017 £	Restricted Funds 2017 £	Endowment Funds 2017 £	TOTAL FUNDS 2017 £	TOTAL FUNDS 2016
Statement of Financial Activities						
Incoming Resources						
Incoming Resources from Generated Funds:		-	-	-	-	
Voluntary Income	2	-	-	-	-	308,163
Other Incoming Resources	3	-	-	-	-	12,474
Total Incoming Resources		-	-	-	-	320,637
Resources Expended						
Costs of generating voluntary funds:						
Costs of generating voluntary income		-	-	-	-	
Fundraising trading		-	-	-	-	
Charitable activities		-	-	-	-	210,594
Governance costs		-	-	-	-	71,632
Total Resources Expended	4	-	-	-	-	282,226
Net Incoming Resources		-	-	-	-	38,411

All incoming resources and resources expended derive from continuing operations.

There is no material difference between the resources stated above and their historical cost equivalents.

All gains and losses recognised in the year are included in the Statement of Financial Activities.

Balance Sheet

Learned Society of Wales

Balance Sheet as at 31 July 2017

	Notes	£ 2017	£ 2016
Fixed Assets			
Tangible Assets	8	-	3,571
		-	
Current Assets			
Debtors	9	-	374,459
Cash at bank and in hand		-	390,508
Creditors: amounts falling due within one year	10	-	(30,903)
Net Current Assets		-	359,605
Net Assets		-	363,176
Unrestricted Funds			
General funds			356,917
Restricted Funds			
General funds			6,259
Total Funds	12		363,176

These accounts are prepared in accordance with the Statement of Recommended Practice: Accounting and Reporting by Charities and the provision of Part 15 of the Companies Act 2006 relating to small companies

The accounts were approved by the Council on 24 January 2018 and signed on its behalf by:

Sir Emyr Jones Parry – President _____

Professor John Wyn Owen – Treasurer _____

Professor Peter William Halligan
– Chief Executive _____

Mrs Amanda Kirk
- Clerk and Company Secretary _____

Notes to the Accounts

Notes forming part of the Financial Statements for the twelve months ended 31 July 2017

Accounting Policies

- 1 The principal accounting policies are summarised below and have been applied consistently throughout the year and in the preceding twelve month period.

Basis of Accounting

The financial statements have been prepared under the historical cost convention, and in accordance with the Companies Act 2006, Charities Act 2011, and the Statement of Recommended Practice: Accounting and Reporting by Charities, preparing their accounts in accordance with the Financial Reporting standard applicable in the UK, issued on 16 July 2014. As noted in the Structure, Governance and Management section on page 2, following the granting of Royal Charter status, the Society has transferred to a new Royal Charter Charity with all funds being transferred out of this Company which is expected to remain dormant in the future.

Fund Accounting

- (a) Unrestricted funds are available for use at the discretion of the trustees in furtherance of the general objectives of the charity.

Incoming Resources

All incoming resources are included in the Statement of Financial Activities when the charity is entitled to the income and the amount can be quantified with reasonable accuracy. The following specific policies are applied to particular categories of income:

- (b) i. Voluntary income is received by way of grants, donations and gifts and is included in full in the Statement of Financial Activities when receivable. Grants, where entitlement is not conditional on the delivery of a specific performance by the charity, are recognised when the charity becomes unconditionally entitled to the grant.
ii. Donated services and facilities are included at the value to the charity where this can be quantified. The value of services provided by volunteers has not been included in these accounts.

(c) Resources Expended

Expenditure is recognised on an accrual basis as a liability is incurred. Expenditure includes any VAT which cannot be fully recovered, and is reported as part of the expenditure to which it relates.

Charitable expenditure comprises those costs incurred by the charity in the delivery of its activities and services for its beneficiaries. It includes both costs that can be allocated directly to such activities and those costs of an indirect nature necessary to support them.

Governance costs include those costs associated with meeting the constitutional and statutory requirements of the charity and include the audit fees and costs linked to the strategic management of the charity.

All costs are allocated between the expenditure categories of the Statement of Financial Activities on a basis designed to reflect the use of the resource. Costs relating to a particular activity are allocated directly, others are apportioned on an appropriate basis e.g. floor areas, per capita or estimated usage as set out in Note 4.

(d) Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. The costs of minor additions or those costing below £1,000 are not capitalised. Depreciation is provided at rates calculated to write off the cost of each asset over its expected useful life, which in all cases is estimated at 4 years.

Donated Services

The basis of the valuation used for donated services (Note 10) is as follows:

Serviced Office Space	- market value
Computing Support	- notional cost provided by supplying body
Venues for Meetings and Events	- market value
Professional Services	- market value

2 Voluntary Income	2017	2016
	£	£
General Grant from the University of Wales	-	50,000
General Grant from Cardiff University	-	43,000
Donated Services (University of Wales)	-	38,500
General Grant from Bangor University	-	25,000
General Grant from Swansea University	-	25,000
General Grant from University of Wales Trinity St David	-	25,000
Other Grants for Activities	-	20,200
General Grant from Cardiff Metropolitan University	-	15,000
General Grant from University of South Wales	-	15,000
Membership Subscriptions	-	13,488
Grant from Welsh Government (Medals)	-	12,000
General Grant from Aberystwyth University	-	10,000
General Grant from Glyndwr University	-	5,000
General Grant from Open University	-	4,000
Donations	-	3,675
Membership Admission Fees	-	3,300
	<hr/>	<hr/>
	-	308,163
	<hr/> <hr/>	<hr/> <hr/>
3 Other Incoming Resources	£	
Gift Aid	-	8,354
Bank Interest	-	89
Miscellaneous Income	-	4,031
	<hr/>	<hr/>
	-	12,474
	<hr/> <hr/>	<hr/> <hr/>

4 Total Resources Expended.

	Notes	<i>Basis of Allocation</i>	Public Policy				TOTAL 2017 £	TOTAL 2016
			Activities	Publications	Development	Governance		
			2017 £	2017 £	2017 £	2017 £		
Costs directly allocated to activities								
Travel	5	<i>Direct</i>	-	-	-	-	8,999	
Professional charges		<i>Direct</i>	-	-	-	-	4,144	
Supplies and services		<i>Direct</i>	-	-	-	-	51,551	
Support costs allocated to activities								
Staff costs	6	<i>Staff time</i>	-	-	-	-	175,905	
Administration		<i>Staff time</i>	-	-	-	-	9,845	
Premises		<i>Usage</i>	-	-	-	-	28,942	
Computing		<i>Usage</i>	-	-	-	-	2,840	
Total Resources Expended			<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	
			-	-	-	-	282,226	
			<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	

5 Travel and Related Costs	2017	2016
	£	£
Trustees		
Travel	-	3,313
Accommodation	-	626
Subsistence	-	1,082
	<hr/>	<hr/>
	-	5,021
Staff	-	3,587
Speakers & Guests	-	391
	<hr/>	<hr/>
	-	8,999
	<hr/> <hr/>	<hr/> <hr/>

No members of the Council received any remuneration during the year.

6 Staff Costs	£	£
Salaries	-	155,531
National Insurance contributions	-	12,332
Pension contributions	-	8,042
	<hr/>	<hr/>
	-	175,905
	<hr/> <hr/>	<hr/> <hr/>

No employee received emoluments of more than £60,000 during the year.

£80,000 - £89,999	-	1
	<hr/>	<hr/>
	-	1
	<hr/> <hr/>	<hr/> <hr/>

The average number of employees during the year, calculated on the basis of full time equivalents, was as follows:

	Number	Number
Chief Executive	-	1.00
Clerk	-	0.58
Executive Officers	-	2.39
	<hr/>	<hr/>
	-	3.97
	<hr/> <hr/>	<hr/> <hr/>

7 Taxation

As a charity, the Learned Society of Wales is exempt from tax on income and gains falling within section 505 of the Taxes Act 1998 or section 256 of the Taxation of Chargeable Gains Act 1992 to the extent that these are applied to its charitable objects. No tax charges have arisen to the charity.

8 Tangible Fixed Assets	£	£
Office Equipment Cost		
At Start of period	4,236	5,283
Additions	-	3,124
Disposal	-	(4,171)
Transferred out	4,236	-
	<hr/>	<hr/>
At end of period	-	4,236
	<hr/> <hr/>	<hr/> <hr/>

Accumulated Depreciation

At Start of period	665	4,333
Charge for the period	-	503
Disposal	-	(4,171)
Transferred Out	665	-
End of period	-	665

Net Book Value

At start of period	3,571	950
At end of period	-	3,571

9 Creditors: amounts falling due within one year

	£	
Trade Creditors	-	30,903
	-	30,903

10 Donated Services

	£	
Serviced Office Space	-	24,480
Venues for Meetings and Events	-	9,100
Professional Services	-	3,500
Computing Equipment	-	1,420
	-	38,500

11. Summary of Fund Movements

Fund	Fund balances brought forward £	Income £	Expenditure £	Transfers to new charity £	Fund Balances carried forward £
Unrestricted Funds					
General Funds	356,917	-	-	(356,917)	-
Restricted Funds					
General Funds	6,259	-	-	(6,259)	-
Total Funds	363,176	-	-	(363,176)	-

For more information about the Society, contact:

The Learned Society of Wales

The University Registry

King Edward VII Avenue

Cathays Park

Cardiff CF11 1NU

029 2037 6976 / 029 2037 6954

email: lsw@lsw.wales.ac.uk

or visit the Society's website: www.learnedsociety.wales



The Learned Society of Wales

**Report and Accounts
for the period 5 August 2016 to 31 July 2017**

Registered Charity Number 1168622



THE LEARNED SOCIETY OF WALES CYMDEITHAS DDYSGEDIG CYMRU

THE NATIONAL ACADEMY – CELEBRATING SCHOLARSHIP AND SERVING THE NATION
YR ACADEMI GENEDLAETHOL – YN DATHLU YSGOLHEICTOD A GWASANAETHU'R GENEDL

The Learned Society of Wales

(a registered charity)

Report and Accounts

for the period 5 August 2016 to 31 July 2017

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Administrative Details

Charity Name:	The Learned Society of Wales
Welsh name of Charity:	Cymdeithas Ddysgedig Cymru
Charity Registration Number:	1168622
Registered Office and operational address:	The University Registry King Edward VII Avenue Cathays Park Cardiff CF10 3NS
Website:	www.learnedsociety.wales / www.cymdeithasddysgedig.cymru

Members of Council (Charity Trustees and Directors)

Professor David Boucher	Professor John Morgan (from May 2017)
Professor Michael Charlton	Professor John Wyn Owen
Professor Sioned Davies (from May 2017)	Professor Roger Owen
Professor Kenneth Dyson (until May 2017)	Professor Ole Petersen
Professor Nancy Edwards	Professor Judith Phillips (Until May 2017)
Professor David Evans	Professor Tim Phillips (From May 2017)
Professor Helen Fulton (from May 2017)	Professor Keith Robbins (until May 2017)
Professor Christine James	Professor Alan Shore
Professor John Jones	Professor Keith Smith
Sir Emyr Jones Parry	Professor Terry Threadgold
Professor Densil Morgan (from May 2017)	Professor Robin Williams (until May 2017)

Except where indicated, the persons listed above served as Charity Trustees throughout the period covered by this Report and occupied these positions on the date on which the Report was approved (24 January 2018).

Auditors

PricewaterhouseCoopers LLP, One Kingsway, Cardiff CF10 3PW

Bankers

HSBC (UK) Limited, 56 Queen Street, Cardiff CF10 2PX

Legal Advisers

Blake Morgan, Bradley Court, Park Place, Cardiff CF10 3DR

Chief Executive

Professor Peter W Halligan

Clerk

Mrs Amanda Kirk

Structure, Management and Governance

Governing Document

The Society was awarded Royal Charter on 28 September 2015 and subsequently incorporated as a Royal Charter Charity (1168622) in August 2016. Following the transition and incorporation to Royal Charter Charity, the limited company that previously constituted the Society was made dormant on 5 August 2016. Final Company accounts were submitted to Companies House on the 21st May 2017.

As these are the first financial statements of the Royal Charter Charity, comparative figures are not presented. The transfer of funds from the Limited company are shown as a transfer in to the Charity in note 12.

The Society's current governing documents are its Royal Charter and bye-laws. This, along with the Society's Regulations constitute the Society's governing instruments from August 2016.

Royal Patron

From March 2014, His Royal Highness, The Prince of Wales, graciously accepted the Society's invitation to become its Royal Patron and took on this role for an initial period of five years.

Responsibilities of the Council

The Charter provides for the Society's governing body to be the Council, in which "*shall be vested the government and control of the Society and its affairs*" subject to the provision of the Charter, bye-laws and Regulations (Item 7.1). This includes the determination of the educational activities of the Society, the effective and efficient use of resources, the solvency of the Society and the safeguarding of its assets, as well as ensuring that all matters relating to accounts and financial procedures are conducted in accordance with legal and regulatory requirements.

The Annual General Meeting

The business of the Annual General Meeting of Fellows of the Society includes the presentation and adoption of the audited Statement of Accounts for the year ending the previous 31st day of July and any associated reports.

Council: recruitment and appointment of members

Members of the Council serve as Charity Trustees for the purpose of charity law. The Society's Council consists of 18 Trustees and to ensure a representative balance of academic expertise and gender amongst the members of the Council, no more than two-thirds of the members may ordinarily be from either of the broad category of Arts, Humanities and Social Sciences or the broad category of Science, Technology and Medicine. Women currently make up 18% of Fellowship and 33% of Council.

Members of the Council are nominated and elected by the Fellows of the Society, from amongst their number. In accordance with the bye-laws and Regulations, the term of office of members of Council is ordinarily three Society Years (a Society year being defined as the period between one Annual General Meeting and the next.) This term of office is renewable for a further three years. Nominations are invited from among the Fellowship as a whole to fill the vacancies thus created. Elected Members having served two terms are not eligible for re-election for a further term until at least one Society Year has elapsed.

Members of Council and other Fellows are required to provide a list of their skills and expertise which can be taken into account during the election and appointment of members of Council and other committees.

The Society also keeps a register of interests for all Council members and Staff, and Council members are required to adhere to the Society's Code of Conduct.

All members of Council give of their time voluntarily and receive no benefits from the charity. Any expenses reclaimed from the charity are set out in the Accounts.

Trustee induction and information

Throughout the year, Trustees and Fellows receive regular relevant information, and where necessary, guidance on their responsibilities under the Charity Act. Governance matters is a standard item on Council meeting agendas and all Committees.

Directors are provided with copies of all relevant documentation. Members of Council have wide experience of governance and matters relating to the administration of charities and all are familiar with the objects and aims of the Society and its work.

Officers and Committees of Council

President and other officers

The Society's current President is Sir Emyr Jones Parry GCMG FInstP FLSW. In addition to the President, provision exists under the Regulations for up to four other Officers to be nominated and elected; the Vice-Presidents (by and from among the members of Council) and the General Secretary and Treasurer by the Fellowship as a whole. During the reporting period (2016-2017) these were as follows:

Vice-Presidents (each of which have responsibility for one of the Society's two broad subject groupings into which the Society's Fellows are presently organised):

- Professor Ole Petersen CBE FMedSci MAE FLSW FRS (*Science, Technology and Medicine*) (to serve until the close of the Annual General Meeting to be held in May 2018)
- Professor Wyn Thomas
- Professor David Boucher FRHistS FAcSS FLSW (*Arts, Humanities and Social Sciences*)(since May 2017)

Treasurer

- Professor John Wyn Owen CB FRSPH FLSW (to serve until the close of the Annual General Meeting to be held in May 2018)

General Secretary

- Professor K Alan Shore FInstP FLSW

Governance

During the year, the Council and its Committees:

- re-appointed the President for a second term.
- appointed a new General Secretary.
- appointed a new Vice President for Art, Humanities and Social Sciences.
- introduced electronic balloting for Society votes.
- launched the Dilwyn medal for early career researchers.
- implemented a Health and Safety policy to comply with UK legislation.
- completed a review of the Society's expenses policy.
- agreed to develop a number of additional good working practice policies for the Society which are currently being drafted for approval by Council during the next Society year.
- reviewed and revised the schedule of delegation.
- reviewed and revised the regulations relating to the appointment of Officers.
- reviewed and revised regulations relating to Society medals.

Risk Management

The Council has delegated to the Society's Finance Committee the responsibility of reviewing regularly the Society's Schedule of Risks and the procedures and systems that have been put in place to manage and mitigate such risks, as far as can be identified.

The Society's Schedule of Risks, based on the Charity Commission's five main risk category classifications; Governance, Operational, Financial, Environmental or External, remains a standing item on both the Finance Committee and Council meetings agendas and is closely monitored and reviewed as necessary on a quarterly basis.

Fellowship

Election to the Fellowship is a competitive process involving nomination from existing Fellows. Nominated candidates undergo a rigorous 5 staged annual selection process which culminates in a ballot by the whole Fellowship. The Ballot result is announced in April of each year, and new Fellows are formally admitted at the Society's Annual General Meeting in May of each year.

The Society is an equal opportunities organisation and Fellowship is open to all those:

- *who have a demonstrable record of excellence and achievement in any of the academic disciplines or who, being members of the professions, the arts, industry, commerce or public service, have made a distinguished contribution to the world of learning; and*
- *who are resident in Wales, or who are persons of Welsh birth but are resident elsewhere, or who otherwise have a particular connection with Wales.*

Following the election of 42 new ordinary Fellows and 2 honorary Fellows during its seventh annual election cycle in 2016/17, the Society has now more than 460 Fellows, all prominent figures within their respective fields.

As a young organisation, the Council recognises that the Society will take some time to reach full maturity. The Society's short-to medium-term **Strategic Aim** is to be 'modest and meaningful' within this growth period given the level of staffing and resources available.

Specifically the Society's strategic plan indicates that:

"by the end of the current planning period (July 2018), to develop itself as a sustainable organisation that is 'fit for purpose' and that is acknowledged both as the recognised representative of the world of Welsh learning internationally and as a source of authoritative, scholarly and critical comment and advice to the National Assembly and other bodies on policy issues affecting Wales".

With this in mind the Secretariat continues to support the following **Society's core activities**:

- facilitating and servicing the year-long nomination and electoral process of new Fellows
- servicing the 9 Scrutiny Committees and the 12 associated scrutiny meetings
- servicing the ballot for election of New Fellows
- reviewing and updating procedures and guidelines for Lead Proposers, Scrutiny Committees and Referees
- maintaining and updating the Society's database of Fellows
- organising, arranging and marketing the Society's programme of lectures, awards, and outreach events
- producing the Annual Report and Accounts
- maintaining and updating the Society's website
- progressing and developing the Society's Main Themes on 'Wales Studies'
- providing comments and consultation responses on a number of government policy and other issues
- raising and processing invoices and payments, purchase orders, processing expenses claims, monitoring and recording Fellows' Subscriptions and Admission fees payments and donations to the Fellows' Appeal
- communicating with Fellows and adopting a higher profile with the Wales and UK media
- relationship building: Improving connections between business and academia within Wales and the UK. Engaging on a regular basis with the Welsh Universities, the National Assembly for Wales, the Welsh Government, Welsh industry, and cognate organisations elsewhere in the UK and internationally
- enhancing the public's understanding of science and culture issues (e.g. Menelaus Medal Lecture, the annual Edward Lhuyd lecture)

- establishing and servicing existing and new Medal awards (*Menelaus, Hoggan, Dillwyn and Hugh Owen*)
- working in partnership with the Welsh Crucible - promoting early career research leadership
- ensuring the financial security of the Society
- servicing over 26 committee meetings (including Council) and the Annual General Meeting which includes a Fellows Dinner and this year an Awards Ceremony
- monitoring, reviewing and administering nominations for the roles of President, Vice-Presidents, General Secretary and Treasurer and also the Council and Committee nominations
- updating and maintaining the governance systems, procedures and documents including ensuring compliance with all relevant legislation including liaising with the Privy Council, Companies House, the Charity Commission and HMRC

Staffing Levels

Staffing levels as a proportion of Society Fellowship remains low compared to other UK national academies. The Society currently has a Chief Executive, part-time Clerk, 1 Executive Officers, 1 Fellowship and Engagement Officer and a part-time Finance/Administrative Officer.

The Society continues to depend on the generous in-kind support provided by the **University of Wales** for office accommodation, IT, Payroll, meeting space, internet, stationery, telephone and translation services.

Financial Review

The establishment of the Society and its operation during its first three years of existence (2010/11 to 2012/13) were made possible by generous, unrestricted, pump-priming support from the *University of Wales*. The University of Wales continues to provide further unrestricted funding to the Society during the accounting period, 2016/17 and has also in addition provided, *pro bono*, office space and other significant infrastructure support.

During 2016/17, the Society has also benefited from generous, financial support for its core activities in the form of grants from all Welsh Universities. In addition, **PricewaterhouseCoopers LLP** generously provided audit services on a *pro bono* basis.

The Society continues to derive income from subscriptions charged to Fellows and from admission fees charged to newly-elected Fellows. Total subscription income payable by Fellows during 2016/17, including admission fees was £37,000.

Over and above the income received from grants from the Universities and from subscriptions and admission fees, during the year, the Society also received donations from Fellows amounting to £800.

The Society's accounts for the period from 5 August 2016 to 31 July 2017 will be presented to the Annual General Meeting on 23 May 2018. These accounts show that all but £4,000 of the Society's total incoming resources £336,643 for the accounting period fell into the category of unrestricted funds. The Balance Sheet shows net assets amounting to £364,313 at the end of the period.

Following the practice adopted by other charities the Society's policy on reserves is to ensure that it retains in reserve at all times, at least the equivalent of the cost of six months of staff salaries. Present funding levels enable the Society to operate at a modest but meaningful level, with the range of its activities growing gradually over time. The extent to which activities can be further developed over the coming years will depend to a large extent upon the level of additional funding the Society is able to secure over and above those that are already available.

The Council recognise that it is necessary to diversify the Society's income sources. Additional sources of funding are being explored to enable the Society to develop its programme over the next five years.

Responsibilities of the Council and Trustees

The Charity's Act 2011 requires the Council to prepare financial statements for each accounting period (financial year) which give a true and fair view of the state of the affairs of the charity as at the balance sheet date and of its incoming resources and application of resources, including income and expenditure, for the period. In preparing those financial statements, the Council should follow best practice and:

- *select suitable accounting policies and then apply them consistently;*
- *make judgements and estimates that are reasonable and prudent;*
- *prepare the financial statements on the going concern basis unless it is not appropriate to assume that the charity will continue on that basis.*

The Council is responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the charity and to enable it to ensure that the financial statements comply with the Charities Act 2011. The Council is also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The members of the Council, who are Charity Trustees, for the purpose of Charity law, and served during the accounting period covered by this report are all listed on page 1.

Declaration

In accordance with the Charity's Act 2011, we the Charity Trustees certify that:

- so far as we are aware, there is no relevant audit information of which the company's auditors are unaware; and
- as the Trustees we have taken all the steps we ought to have taken in order to make ourselves aware of any relevant audit information and to establish that the charity's auditors are aware of that information.

PricewaterhouseCoopers LLP were re-appointed as the charity's auditors during the year.

This report has been prepared in accordance with:

- the *Statement of Recommended Practice: Accounting and Reporting by Charities*;
- the Charity Commissions guidance, *Charities and Public Benefit: an overview and PB1, PB2 and PB3* (16 September 2013), *The Advancement of Education for the Public Benefit* (December 2008, as amended December 2011); and the Public Benefit Requirement (September 2013)

The report was approved by the Council on 24 January 2018 and signed on its behalf by:

Sir Emyr Jones Parry (President)

Professor John Wyn Owen (Treasurer)

Professor Peter William Halligan (Chief Executive)

Mrs Amanda Kirk (Clerk to Council)

Date: 24 January 2018

Independent auditors' report to the trustees of The Learned Society of Wales

Report on the audit of the financial statements

Opinion

In our opinion, The Learned Society of Wales' financial statements (the financial statements''):

- give a true and fair view of the state of the charity's affairs as at 31 July 2017 and of its incoming resources and application of resources, for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of section 144 of the Charities Act 2011 and Regulation 8 of The Charities (Accounts and Reports) Regulations 2008).

We have audited the financial statements, included within the Report and Accounts (the "Annual Report"), which comprise: the balance sheet as at 31 July 2017; the statement of financial activities (including income & expenditure account); and the notes to the financial statements.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the charity in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the trustees' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the trustees' have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the charity's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the charity's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The trustees are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Trustees' Report

Under the Charities Act 2011 we are required to report to you if, in our opinion the information given in the Trustees' Annual Report is inconsistent in any material respect with the financial statements. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Responsibilities of the Trustees for the financial statements

As explained more fully in the Responsibilities of the Council and Trustees set out on page 7, the trustees are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The trustees are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the trustees are responsible for assessing the charity's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the trustees either intend to liquidate the charity or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the charity's trustees as a body in accordance with section 144 of the Charities Act 2011 and regulations made under section 154 of that Act (Regulation 24 of The Charities (Accounts and Reports) Regulations 2008) and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Charities Act 2011 exception reporting

Under the Charities Act 2011 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- sufficient accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Cardiff
28 January 2018

PricewaterhouseCoopers LLP is eligible to act, and has been appointed, as auditor under section 144(2) of the Charities Act 2011.

Statement of Financial Activities

Learned Society of Wales Statement of Financial Activities (including Income & Expenditure Account) for Period ended 31 July 2017

	Notes	Unrestricted Funds 2017 £	Restricted Funds 2017 £	Endowment Funds 2017 £	TOTAL FUNDS 2017 £
Statement of Financial Activities					
Incoming Resources					
Incoming Resources from Generated Funds:		-	-	-	-
Voluntary Income	2	330,192	4,000	-	334,192
Other Incoming Resources	3	2,451	-	-	2,451
Total Incoming Resources		332,643	4,000	-	336,643
Resources Expended					
Costs of generating voluntary funds:					
Costs of generating voluntary income		-	-	-	-
Fundraising trading		-	-	-	-
Charitable activities		262,790	2,269	-	265,059
Governance costs		70,447	-	-	70,447
Total Resources Expended	4	333,237	2,269	-	335,506
Net Incoming Resources		(594)	1,731	-	(1,137)

All incoming resources and resources expended derive from continuing operations.

There is no material difference between the resources stated above and their historical cost equivalents.

All gains and losses recognised in the year are included in the Statement of Financial Activities.

Balance Sheet

Learned Society of Wales

Balance Sheet as at 31 July 2017

	Notes	£ 2017
Fixed Assets		
Tangible Assets	8	2,512
Current Assets		6,808
Debtors	9	385,904
Cash at bank and in hand		392,712
Creditors: amounts falling due within one year	10	(30,911)
Net Current Assets		361,801
Net Assets		64,313
Unrestricted Funds		
General funds		356,323
Restricted Funds		
General funds		7,990
Total Funds	12	364,313

These accounts are prepared in accordance with the Statement of Recommended Practice: Accounting and Reporting by Charities (March 2005)

The accounts were approved by the Council on 24 January 2018 and signed on its behalf by:

Sir Emyr Jones Parry – President _____

Professor John Wyn Owen – Treasurer _____

Professor Peter William Halligan - Chief Executive _____

Notes to the Accounts

Notes forming part of the Financial Statements for the twelve months ended 31 July 2017

Accounting Policies

- 1 The principal accounting policies are summarised below and have been applied consistently throughout the period.

Basis of Accounting

The financial statements have been prepared under the historical cost convention, and in accordance with the Charities Act 2011, and the Statement of Recommended Practice: Accounting and Reporting by Charities, preparing their accounts in accordance with the Financial Reporting standard applicable in the UK, issued on 16 July 2014. As noted in the Structure, Governance and Management section on page 2, following the granting of Royal Charter status, the charitable Limited company has become dormant with all funds being transferred into this Royal Charter entity.

Fund Accounting

- (a) Unrestricted funds are available for use at the discretion of the trustees in furtherance of the general objectives of the charity.

Incoming Resources

All incoming resources are included in the Statement of Financial Activities when the charity is entitled to the income and the amount can be quantified with reasonable accuracy. The following specific policies are applied to particular categories of income:

- (b)
- i. Voluntary income is received by way of grants, donations and gifts and is included in full in the Statement of Financial Activities when receivable. Grants, where entitlement is not conditional on the delivery of a specific performance by the charity, are recognised when the charity becomes unconditionally entitled to the grant.
 - ii. Donated services and facilities are included at the value to the charity where this can be quantified. The value of services provided by volunteers has not been included in these accounts.

(c) **Resources Expended**

Expenditure is recognised on an accrual basis as a liability is incurred. Expenditure includes any VAT which cannot be fully recovered, and is reported as part of the expenditure to which it relates.

Charitable expenditure comprises those costs incurred by the charity in the delivery of its activities and services for its beneficiaries. It includes both costs that can be allocated directly to such activities and those costs of an indirect nature necessary to support them.

Governance costs include those costs associated with meeting the constitutional and statutory requirements of the charity and include the audit fees and costs linked to the strategic management of the charity.

All costs are allocated between the expenditure categories of the Statement of Financial Activities on a basis designed to reflect the use of the resource. Costs relating to a particular activity are allocated directly, others are apportioned on an appropriate basis e.g. floor areas, per capita or estimated usage as set out in Note 4.

(d) **Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation. The costs of minor additions or those costing below £1,000 are not capitalised. Depreciation is provided at rates calculated to write off the cost of each asset over its expected useful life, which in all cases is estimated at 4 years.

Donated Services

The basis of the valuation used for donated services (Note 10) is as follows:

Serviced Office Space	- market value
Computing Support	- notional cost provided by supplying body
Venues for Meetings and Events	- market value
Professional Services	- market value

2 Voluntary Income

2017

	£
General Grant from the University of Wales	50,000
General Grant from Cardiff University	43,000
Donated Services (University of Wales)	37,190
Membership Subscriptions & Fees	37,002
General Grant from Bangor University	25,000
General Grant from Swansea University	25,000
General Grant from University of Wales Trinity St David	25,000
Grants from Welsh Government / HEFCW	19,800
Other Grants for Activities	17,400
General Grant from Cardiff Metropolitan University	15,000
General Grant from Aberystwyth University	15,000
General Grant from University of South Wales	15,000
General Grant from Glyndwr University	5,000
General Grant from Open University	4,000
Donations	800
	<u>334,192</u>

3 Other Incoming Resources

	£
Bank Interest	62
Miscellaneous Income	2,389
	<u>2,451</u>

4 Total Resources Expended.

	Notes	<i>Basis of Allocation</i>	Public Policy				TOTAL
			Activities	Publications	Development	Governance	
			2017	2017	2017	2017	2017
			£	£	£	£	£
Costs directly allocated to activities							
Travel	5	<i>Direct</i>	2,164	81	54	2,885	5,184
Professional charges		<i>Direct</i>	-	-	-	3,570	3,570
Supplies and services		<i>Direct</i>	27,798	44,646	76	1,995	74,515
Support costs allocated to activities							
Staff costs	6	<i>Staff time</i>	98,484	30,445	20,297	50,742	199,968
Administration		<i>Staff time</i>	6,407	4,004	1,602	4,004	16,017
Premises		<i>Usage</i>	17,859	2,976	2,976	5,953	29,764
Computing		<i>Usage</i>	2,595	1,946	649	1,298	6,488
Total Resources Expended			<u>155,307</u>	<u>84,098</u>	<u>25,654</u>	<u>70,447</u>	<u>335,506</u>

5 Travel and Related Costs	2017
	£
Trustees	
Travel	2,431
Accommodation	217
Subsistence	33
	<hr/>
	2,681
Staff	1,791
Speakers & Guests	711
	<hr/>
	5,183
	<hr/> <hr/>

No members of the Council received any remuneration during the year. Travel and related costs amounting to £987 were reimbursed to five members of the Council during the year.

6 Staff Costs	£
Salaries	177,492
National Insurance contributions	14,955
Pension contributions	7,521
	<hr/>
	199,968
	<hr/> <hr/>

One employee received emoluments of more than £60,000 during the year.

£80,000 - £89,999	1
£70,000 - £79,999	-
£60,000 - £69,999	-
	<hr/>
	1
	<hr/> <hr/>

The average number of employees during the year, calculated on the basis of full time equivalents, was as follows:

	Number
Chief Executive	1.00
Clerk	0.60
Executive Officers	2.47
	<hr/>
	4.07
	<hr/> <hr/>

7 Taxation

As a charity, the Learned Society of Wales is exempt from tax on income and gains falling within section 505 of the Taxes Act 1998 or section 256 of the Taxation of Chargeable Gains Act 1992 to the extent that these are applied to its charitable objects. No tax charges have arisen to the charity.

8 Tangible Fixed Assets

	£
Office Equipment	
Cost	
At 5 August 2016	-
Transferred in	4,236
Additions	-
Written Down	-
At 31 July 2017	<u>4,236</u>
Accumulated Depreciation	
At 5 August 2016	-
Transferred in	665
Charge for the period	1,059
Written Down	-
At 31 July 2017	<u>1,724</u>
Net Book Value	
At 5 August 2016	-
At 31 July 2017	<u>2,512</u>

9 Debtors: amounts falling due within one year

	£
Prepayments	1,483
Debtors	7,425
Bad Debt Provision	<u>(2,100)</u>
	<u>6,808</u>

10 Creditors: amounts falling due within one year

	£
Receipts in Advance	5,775
Trade Creditors	25,136

30,911

11 Donated Services

£

Serviced Office Space

24,970

Venues for Meetings and Events

7,200

Professional Services

3,570

Computing Equipment

1,450

37,190

12. Summary of Fund Movements

Fund	Fund balances brought forward £	Transferred in from Limited Company £	Income £	Expenditure £	Fund Balances carried forward £
Unrestricted Funds					
General Funds	-	356,917	332,643	(333,237)	356,323
Restricted Funds					
General Funds	-	6,259	4,000	(2,269)	7,990
Total Funds	-	363,176	336,643	(335,506)	364,313

For more information about the Society, contact:

The Learned Society of Wales

The University Registry

King Edward VII Avenue

Cathays Park

Cardiff CF11 1NU

029 2037 6976 / 029 2037 6954

email: lsw@lsw.wales.ac.uk

or visit the Society's website: www.learnedsociety.wales



THE LEARNED SOCIETY OF WALES CYMDEITHAS DDYSGEDIG CYMRU

THE NATIONAL ACADEMY – CELEBRATING SCHOLARSHIP AND SERVING THE NATION
YR ACADEMI GENEDLAETHOL – YN DATHLU YSGOLHEICTOD A GWASANAETHU'R GENEDL

Annual General Meeting, 23 May 2018
Cyfarfod Cyffredinol Blynnyddol, 23 Mai 2018

AGM/2018/03
Agendum 6
CCB/2018/03
Agendwm 6

Developing the Next Strategic Plan

1. Strategic Plan 2013/14-2017/18

In 2014, the LSW Council agreed a 5 year Strategic Plan (2014-18) where the key priorities while *“aspirational and ambitious”* were at the same time *“realistic and achievable”*. The Strategic Plan indicated that by 2018, the Society would have developed itself: *“as a sustainable organisation that is fit for purpose and acknowledged as the recognised representative of the world of Welsh learning internationally and as a source of authoritative, scholarly and critical comment and on policy issues affecting Wales”*.

That plan outlined that subject to securing the necessary funding by the end of 2017/18, the Society intended to have:

- engaged in special initiatives, including the establishment of a “Young Academy” for promising younger scholars and the organisation of high-level International Symposia;
- organised or be associated with c. twenty to twenty-five other public lectures and symposia or conferences a year;
- conducted c. two independent studies on policy issues each year, and publish the results;
- engaged on a regular basis with the Welsh Universities, the National Assembly for Wales, the Welsh Government, Welsh industry, and cognate organisations elsewhere in the UK and internationally;
- celebrated, recognised and encouraged excellence by electing to its Fellowship persons of outstanding ability and achievement.

The majority of these goals have been delivered, and the Society’s activities and profile are now significantly higher than at the start of the planning period. Although the Young Academy initiative was stalled, the Society has developed a partnership with the Welsh Crucible, and established its own series of early career medals.

2. Developing the next Strategy and Implementation Plan (2018/19-2023/24)

The LSW continues to play a growing and important role in Welsh society fulfilling its Royal Charter for *“advancing learning and knowledge, and promoting and contributing to scientific, cultural, social, environmental and economic development within Wales and beyond”*.

In preparation for the next plan, the Society conducted a stakeholder perception exercise in the summer of 2017, to take stock of the standing of the organisation, and to identify areas for improvement.

A number of stakeholders made the point that the Society was unique amongst organisations in Wales for being able to speak out on issues and convene discussions from a non-partisan, neutral position, using its credibility as an independent, evidence-based organisation to address difficult, long term issues.

They considered that there is a space in the public sphere for the Society to lead and shape debate.

The key issues raised by respondents (external stakeholders and Fellows) were:

- ***Uncertainty over the role, focus and narrative of the Society***

Although there was a strong perception that the Society had been built on strong foundations and was considered to have made a positive impact in its short life, there remained some uncertainty about what exactly it did. Around **half of those interviewed felt they did not have sufficient knowledge or understanding of the breadth of the work of the Society and did not feel they could articulate its key areas of work or priority**. These stakeholders were keen for the Society to raise its profile and articulate a concise, clearer message about its role and focus. A number spoke about the need for the Society to “tell its story” in a simple, more compelling way.

- ***Going further on diversity and inclusion***

The ongoing Equality and Diversity Review is addressing this issue, and the recommendations of the Review will be embedded in the strategy and its implementation in the next five years.

- ***Gap in the market for an independent, respected, authoritative, impartial voice***

Stakeholders and Fellows raised a number of specific issues and areas of work where they felt the Society’s voice could be heard or amplified.

On Brexit, there was a strong view that the current debate in Wales – and especially in learned circles – was too narrow. The view expressed during this project was that the Society could help broaden this debate. They also spoke about a need for much greater, better-informed, debates about long-term issues which will shape the future of Wales.

This is an opportunity for the Society to set the agenda, rather than respond.

- ***Redefining “learned” and growing the Society’s reach and impact***

Although stakeholders consistently praised the quality of the work done by the Society and the credibility and status of its Fellows, many suggested that it would be helpful if the Society considered taking a broader definition of what it means to be “learned”. They suggested that this would help the Society to maximise its impact by reaching out to others - outside of traditional areas of academia that make up the Fellowship of the Society – especially in industry and other areas of civic life, such as the voluntary sector and the arts.

This is something that other academies are also addressing, and the RSE has recently made progress in this respect, and many of the 66 newly-elected Fellows (announced at the end of February) are from outside academia.

The Society’s Equality and Diversity Review (see Agendum XX) has considered this issue, and will make a number of recommendations to address the diversity of the Fellowship.

3. Strategic Framework

On the recommendation of the Strategic Plan Working group, and the General Purposes and Finance Committees, the Council of the Society has developed and endorsed a Strategic Framework for the next planning period:

Our Mission

- To **celebrate and recognise excellence** in all scholarly disciplines and more widely.

- To **promote the advancement of learning, scholarship and education** and their dissemination and application.
- To act as an **independent source of expert advice** and to influence public discussion on matters affecting the research, scholarship, economy, languages and well-being of Wales and its people.
- To **champion excellent research and researchers, catalyse ambition** and **inspire** researchers, youth and society more generally

Our Values

- Our ambitions for the next five years are underpinned by the **core values of**:
 - excellence
 - diversity, and
 - independence.

Our Objectives

- We will **promote research and its value to society**, press for sufficient funding and for the free movement of researchers, and seek to influence government policy, recognising that research and skills training will be even more important in the context of the UK's proposed withdrawal from the European Union.
- We will **enhance our role as a source of informed advice** and comment to government, legislatures and more widely. We will draw on the Fellowship and be more proactive where we have particular expertise.
- We will be **outward-looking, across Wales and civil society, in the United Kingdom and internationally**, working collaboratively and with sister academies as appropriate. We will develop our public-facing engagement and strengthen the impact of our work, particularly with younger generations.
- We will communicate and promote our activities widely, deepen the Fellowship's engagement, and continue supporting diversity and achievement wherever it occurs.
- We will make our Society **financially sustainable** by securing diversified funding streams, strengthen our delivery capability and infrastructure, and work for Royal Title.

4. Next Steps

An assessment of potential risks has been completed, and planning principles have been considered by the Council. Priorities have been identified, and a draft strategic and implementation plan is in development; the next iteration will be considered by the next meeting of Council in late June, and the new Chief Executive will continue to refine the plan over the summer, for consideration by the Council in October. The intention is for the strategy and implementation plans to be a 'living' documents which are tested, reviewed and revised throughout the five year period.



Annual General Meeting, 23 May 2018
Cyfarfod Cyffredinol Blynyddol, 23 Mai 2018

AGM/2018/04
Agendum 7
CCB/2018/04
Agendum 7

Review of Activities and Developments

As Wales's national academy the **Learned Society of Wales (LSW)** brings together the most successful and talented Fellows connected with Wales for the shared purpose and common good of advancing and promoting excellence in all scholarly disciplines. The Society works to improve public awareness and understanding of research and scholarship from Wales, and provides analysis and comment on matters pertinent to Wales.

The Society's most important resource remains its Fellowship and its Secretariat, as well as the partnerships forged across a range of stakeholders including universities, professions, business, industry and government.

The year 2017/18 saw an increase in the workload of the Secretariat. This involved managing the growing volume and diversity of events and activities across Wales, servicing the year-long nomination and electoral process, providing expert comments and consultation responses on a number of Welsh and UK government policy issues, together with ensuring due compliance with legislative, governance and regulatory requirements.

Amanda Kirk joined the Society in June as the Clerk to Council, replacing Gwen Lloyd Aubrey who took up a position at the WJEC. Professor Peter Halligan left the position of Chief Executive in late February 2018, and in the interim Dr Sarah Morse has acted up as the Acting Chief Executive. Tia Culley has provided administrative support on a casual basis since February, and has helped to organise the Fellows' Dinner and medal ceremony, and is working to support the organisation of the next International Symposium, which will be held in Cambridge in September.

The Society remains very grateful for the engagement and commitment of its Fellows and the generous in-kind support provided by the University of Wales Trinity Saint David, as well as the other Welsh universities.

The activities of the Society are shaped by the charity's mission:

- *to celebrate, recognise, preserve, protect and encourage excellence in all of the scholarly disciplines, and in the professions, industry and commerce, the arts and public service;*
- *to promote the advancement of learning and scholarship and the dissemination and application of the results of academic enquiry and research; and*
- *to act as a source of independent and expert scholarly advice and comment on matters affecting the wellbeing of Wales and its people and to advance public discussion and interaction on matters of national and international importance.*

In March 2018, the Council resolved to add a further aspect to the Society's Mission, to recognise the organisation's potential to inspire:

- *To **champion excellent research and researchers, catalyse ambition and inspire researchers, youth and society more generally***

This ambition will be reflected in an increase in our outreach activities with young people, and teachers.

Celebrating Scholarship— Society Medals and Prizes

Medals and awards, conferred on the basis of merit have provided a long and distinguished history of recognition in academia and other national academies. The Society continues to develop its own portfolio of medals, and in the last Society year has secured funding to establish two new medals for outstanding public engagement work by researchers. The Society's medals not only recognise academic excellence, but also recover and promote the long legacy of Welsh achievement.

At the Society's Fellows and Awards Dinner, the President will announce and award four of the Society's six medals. The **Menelaus** and **Hugh Owen** Medals will not be awarded this year, but the third **Frances Hoggan Medal** for outstanding female researchers in STEMM will be awarded, along with the second series of **Dillwyn Medals** (supported by Airbus) for early career researchers in STEMM, arts and humanities and the social sciences. Nominations received this year were of a high quality, but the volume of nominations was relatively low. This is in part due to pressures on the office which limited the promotional campaign. The nomination window will open earlier in 2018/19 and there will be a concerted effort to promote the medals to increase nominations.

Members of the medal committees are listed in Appendix B of the Governance and Governing Instruments paper.

Following the successful synergistic model operated by the **Royal Society of Edinburgh** and **Scottish Crucible**, the LSW now contributes to the evaluation/selection of potential Welsh Crucible candidates and evaluation/selection of the subsequent competitive grant applications for the Welsh Crucible fund. The Society also continues to support the In **Welsh Crucible Prize** awarded to the best of the completed research projects.

Programme of lectures and Events

In keeping with the Society's Mission to promote scholarship and learning across Wales, the Society supported or organised 30 events during the last Society year.

Details of the programme of events past and future is available to view on the Society's [website](#).

This year saw the Society further develop the series of **Partnership Lectures**, organised with universities and other organisations in Wales; in November we supported the Annual Edward Lhuyd Lecture, organised by the Coleg Cymraeg Cenedlaethol, in December we co-organised the annual joint lecture with the Honourable Society of the Cymmrodorion and in March we held a partnership lecture with the Open University in Wales. The last year also saw the first joint lecture with the Campaign for Science and Engineering (CaSE); the lecture, by the Chief Executive of Innovate UK, Dr Ruth McKernan CBE, on 'New Strategies for Backing the UK's Leading Innovators in Wales ' was held at Cardiff University in February. Partnership lectures with the National Museum of Wales, the University of Wales Press, and the National Library of Wales are in development.

In April, the Society supported a symposium organised by the Cardiff Metropolitan University's Hodge Foundation Research Project on The Future of the Welsh Economy, which considered the 'Institutions Needed for Economic Development. The event built on the work of the Society's first International Symposium.

We also worked with the **National Assembly's for Wales' Research Service** s to develop a seminar series aimed at promoting evidence-led policy and provide Assembly Members with the opportunity to learn, exchange and discuss new ideas with leading academic experts. The Exchanging Ideas Seminar Series (EISS) was a series of four events, addressing how ambitious Welsh Government policy should be in 4 areas: **Economic strategy, finance and infrastructure; Growing and diversifying civil society in Wales; A smarter energy future for Wales; and Health and Social care in rural Wales**. The seminars provided a forum to present and disseminate research findings in an accessible format, on issues that are relevant to the programme of business of the

National Assembly for Wales. Attendees included AMs and their support staff; party researchers, Assembly Research Service staff, Assembly Commission staff and representatives from industry and the third sector.

Recognition and Relevance

In addition to advancing learning and knowledge, a key aspect of the Society's missions is *"to promote and contribute to cultural, social, environmental and economic development within Wales and beyond"*.

To achieve this aim, the Society has to be seen as relevant by its stakeholders, and cultivate an appropriate public-facing image. This is in keeping with the main aim of the Strategic Plan (2014-18) to be *"acknowledged both as the recognised representative of the world of Welsh learning internationally and as a source of authoritative, scholarly and critical comment and on policy issues affecting Wales"*.

In the course of the last year, the Society consulted its stakeholders to capture their views, and to feed these in to the development of the next Strategic Plan. A number of stakeholders made the point that the Society was unique amongst organisations in Wales for being able to speak out on issues and convene discussions from a non-partisan, neutral position, using its credibility as an independent, evidence-based organisation to address difficult, long term issues. They considered that there is a space in the public sphere for the Society to lead and shape debate. [A summary of the responses received is available here](#). Further details of the Stakeholder Consultation can be found in Agendum 6.

During the last year, the Society has grown its national and international impact, and demonstrated its social value as a respected, independent and influential voice for Wales. An important part of this aspect of our work was the *Wales and the World* publication, which appeared in the *Times Higher Education* in September 2018. Over 15,000 copies were distributed and the publication received much positive feedback, and has underlined the role the Society plays in public life in Wales. [Wales and the World is available here](#).

Over the last year, we have continued to strengthen our relationships with national academies in the UK and academies in Europe, and Officers have represented the Society at a range of national and international academy events including the Royal Society of Edinburgh's event 'How can national academies work together to tackle global issues?', [a report on which is available here](#).

Government policy and related issues

In accordance with the Society's Mission *"to act as a source of independent and expert scholarly advice and comment on matters affecting the wellbeing of Wales and its people and to advance public discussion and interaction on matters of national and international importance"*, the Society, has provided responses and consultations addressing a number of areas of UK and Welsh government policy.

The Society submitted responses and evidence to the following reviews:

- The Commission on Justice in Wales
- The Parliamentary Review of Health and Social Care in Wales
- The Independent Review of S4C
- The Welsh Affairs Committee's Brexit: Agriculture, Trade and the repatriation of powers inquiry
- The Welsh government's consultation on A reformed post-compulsory education and training system
- The House of Lords Constitution Committee inquiry on the EU (Withdrawal) Bill
- The Welsh Government's consultation on developing an interpretation act for Wales
- The joint consultation on the European (Withdrawal) Bill and its implications for Wales, run by the Constitutional and Legislative Affairs Committee and the External Affairs and Additional Legislation Committee

- The National Assembly for Wales's Economy, Infrastructure and Skills Committee consultation the promotion of Wales abroad.
- The Welsh government's Review of Research and Innovation in Wales (Reid Review)

Further details of the Society's comments and submissions are available on the Society's website.

The Society has also continued to work with the other national academies on policy issues related to Brexit, and in August we issued a joint statement with the British Academy, the Royal Irish Academy and the Royal Society of Edinburgh have published a statement expressing our readiness to engage with the UK Government as it proceeds with the negotiations with the EU and in facilitating the various other arrangements which will be necessary after the UK exits the EU. The statement also made recommendations regarding research and funding post-Brexit, as well as the relationships between Westminster and the devolved administrations as the UK leaves the EU.

Networking and Relationship building

Recognising the importance of communicating the Society's mission and benefits and the need to further develop relationships with a range of stakeholders, the Chief Executive, Acting Chief Executive, Fellowship and Engagement Officer, the President and Officers of the Society have during the year met with representatives of a wide range of organisations.



THE LEARNED SOCIETY OF WALES CYMDEITHAS DDYSGEDIG CYMRU

THE NATIONAL ACADEMY – CELEBRATING SCHOLARSHIP AND SERVING THE NATION
YR ACADEMI GENEDLAETHOL – YN DATHLU YSGOLHEICTOD A GWASANAETHU'R GENEDL

Annual General Meeting, 23 May 2018
Cyfarfod Cyffredinol Blynyddol, 23 Mai 2018

AGM/2018/05
Agendum 8
CCB/2018/05
Agendwm 8

Wales Studies

During the last year, further progress has been made on the Society's work in Wales Studies /Astudiaethau Cymreig.

The Society has convened an all-Wales steering group, initiated and lead by the Learned Society of Wales. Representatives of the leading institutions in Wales have been invited to participate in promoting Wales Studies, understood in the widest possible terms. Members include representatives of:

WISERD, Swansea University, Welsh Books Council, University of Wales Press, AWWE (Association for Welsh Writing in English), Arts Council of Wales, Literature Wales, National Library Wales, RCAHMW, WCIA, WJEC, Welsh Federation of Museums, National Museum Wales, IWA, Bangor University, UWTSO, the National Assembly for Wales, BBC Wales National Orchestra, Wales Governance Centre, National Theatre Wales, Archives and Records Wales, Coleg Cymraeg Cenedlaethol, Cardiff Business School, PriceWaterhouse Coopers, as well as subject representatives for Welsh history and archaeology, Welsh language and literature, economics, and education.

The first meeting of the Wales Studies Steering Group was held on Friday 16 March.

The priorities identified by the group are:

- **The new Curriculum for Wales** – feeding in to shape the 'Welsh dimension and international perspective', as well as subject level expertise
- **Research and scholarship** – mapping current activities, promoting those activities, create a directory of expertise, and bringing researchers together; promoting their international significance
- **At risk national assets** – campaigning to promote and protect UWP, National Library of Wales, Royal Commission of Ancient and Historic Monuments, National Museums, local museums.
- **Bringing together third sector and academic researchers** – opportunity to connect third sector organisations with researchers in universities to maximise research impact

The aims and outcomes of the group are to identify excellent work already being done in the sciences, arts, humanities, social sciences and performing arts with a view to showcasing a selection in a publication equivalent to the recent LSW 'Wales and The World'. Furthermore, it is hoped that future areas of interest and concern will be identified as in need of support, or investment, in order to maintain high level research, scholarship and performance in Wales Studies.

The tentative timetable is to have a first draft of the report by the end of the year, to launch it in March, along with an exhibition of poster presentations on postgraduate research currently being undertaken – much of the research will be self-funded. The next stage will be to establish a cross-party Assembly group for the Study of Wales.



THE LEARNED SOCIETY OF WALES CYMDEITHAS DDYSGEDIG CYMRU

THE NATIONAL ACADEMY – CELEBRATING SCHOLARSHIP AND SERVING THE NATION
YR ACADEMI GENEDLAETHOL – YN DATHLU YSGOLHEICTOD A GWASANAETHU'R GENEDL

Diversity and Inclusion Review: Progress to Date

In June 2017, the Appointments, Governance and Nominations Committee, following on the approval of the recommendations in 2014 of the **Gender Balance Working Group** led by Dame Professor Teresa Rees, recommended commissioning a wider review focusing on the “**diversity of fellowship in the Society**”, and invited Professor Terry Threadgold to lead. The remit for the review was approved by Council on 25th October 2017.

A steering group was approved at that meeting and subsequently enlarged following an email to Fellows asking for expressions of interest.

The Steering Group has met twice and three working groups have been established:

1. Human Resources and Governance
2. Nomination and Election
3. Strategic Equality Plan

The work of the Steering Group has been integrated wherever possible into that of the group developing the new Strategic Plan which now foregrounds Diversity as a value of the LSW.

The work of the review has continued since that time and it is anticipated that a draft interim report will be presented to Council for its approval at its June meeting in 2018.

This paper is designed to give the Fellowship as much information as possible about the direction that review is taking and about likely actions and recommendations. Note however that the Steering Group has not yet signed off on everything presented here and that Council may also want some changes.

Fellows are invited to feedback to Professor Threadgold on any aspect of what is proposed in this paper before the interim report is sent forward.

Summary of Progress to date

Preliminary Research

1. Literature and Evidence

The Steering Group has completed a preliminary literature review, a review of Strategic Equality Plans, Athena and Race Charter Action plans from Welsh institutions, and looked at the reports available on women in STEM. We have also been benchmarking against other comparable learned societies, updating our own LSW statistics on gender and inclusion, reviewing the success of measures introduced following the Rees Report in 2014 and considering the results of our own LSW survey of Fellows in 2017.

This will provide the basis for the introduction to the report and the background against which our own current issues need to be evaluated and dealt with. One of those issues is:

2. The Role of Fellows: Engagement

One of the findings of the 2017 survey carried about by the LSW was that those fellows who responded (only 87) were not always clear about the role of fellows or about the society's aims and purpose. One of the society's perennial difficulties is how to engage all of its fellows in its activities. There is a group of very active people who make the organisation what it is and has become in the years since it was founded: but many fellows do not actively engage. Attendance is poor at events designed to bring fellows together and people are not always willing to give of their time to assist with governance and development.

This is a real issue. The Society can only be as good and as active as its fellows. Engagement is of mutual benefit. Fellows help the society to deliver on its aims and that in turn makes it possible for the society to deliver more for its fellows.

Recommendation

Other learned societies are more explicit than the LSW about the expectations and responsibilities of fellows. We ask fellows to 'contribute' which some do. One recommendation therefore is that the LSW develop a clear statement of expectations and responsibilities which all newly elected fellows and all existing fellows should sign up to.

3. Skills and Diversity Audit: who are our Fellows?

The Steering Group have developed a Skills and Diversity Audit to be circulated to all Fellows. The results of this will provide us with a data base of information about our fellows which will allow us to engage fellows in an informed and constructive way.

This has been piloted by the members of the Steering Group and circulated to Council members for feedback.

To 'encourage a greater representation of diversity within the fellowship' we need to understand better than we currently do what kinds of skills, experience, scholarship and diversity characterise the fellowship now. This will help us to understand where there are gaps in our talent and resource

pool and in representation so that we have the potential to move forward in an informed and prioritised way.

But we need all fellows to actively engage with the audit if it is to provide us with the kinds of information we need to take forward with your collaboration initiatives like: the pilot schools program, the idea of a young academy, building networks of fellows with similar interests, communicating more effectively and widely with all Fellows in town hall like meetings around issues of contemporary importance.

We need you to want to be part of these activities and to really contribute to what the society can do. But first we have to know who you are, what you can offer us, what we can do for you and who is missing from our fellowship at present. This audit will help us to understand these things.

Recommendations

Will follow once the audit has been completed and analysed and the results published.

4. Interviews and Focus Groups

Professor Threadgold has interviewed all Scrutiny Panel Chairs and carried out three focus groups to date in Aberystwyth, Bangor and Swansea.

The results of these interviews and focus groups, along with the survey results from 2017, are feeding directly into the work of the three Diversity and Inclusion Working Groups.

The Three Working Groups

1. The Governance and Human Resources Working Group

a. Human Resources

Responsible for reviewing all position descriptions and current roles to ensure clarity, consistency, transparency and inclusiveness and to resolve any inequities or uncertainties in the current arrangements.

This work aims to ensure transparency about the ways in which decisions are made.

Other areas under review include:

- Staff Development, appraisal and line management processes.
- Communication flows within the organisation.
- Harnessing of institutional memory so that key decisions are not lost or forgotten as key staff move on.

Recommendations:

Recommendations will follow on all of these issues. They will need to be supported by the Executive, and approved by the appropriate committees.

One that is already clear is that the HR function needs to be developed by the Finance Committee, whose Terms of Reference include Human Resources.

b. Governance:

Responsible for reviewing committee structure and membership across the organisation. We have nothing like gender balance on key committees at present and we must find ways of improving this.

Appointment of Scrutiny Panel Chairs and Members and Operation of Panels:

The General Secretary, Professor Alan Shore, has drafted, with input from the review, a set of guidelines for Scrutiny Panel Chairs, now being redrafted after initial feedback, to ensure consistency and transparency in the way panel chairs and members of panels are appointed and in the ways in which panels then operate. Once approved informally these will be available as draft guidelines for the 2018 nomination and election process. They will need to be approved by the Governance, Nominations and Elections Committee in June.

2. The Nominations and elections Working Group

This group, informed by Professor Threadgold's interviews with Scrutiny Panel Chairs, has been re-examining the criteria for the nomination and appointment of fellows to ensure that these are not unconsciously excluding valuable but different forms of learning, scholarship, and professional activity.

Recommendations (all to be approved by Steering Group and Council):

- Making the criteria for election much more explicit and much more diverse.
- The criteria of excellence to include explicitly contributions to Teaching and Scholarship, to Research and Research Impact, knowledge transfer activities, and to Engagement both within and beyond the HEI, including administrative and managerial support for all academic activities and recognising excellence wherever it occurs in the professions, the arts, industry, commerce or public service.
- Nominations required to address the criteria and the CV.
- Requiring a summary CV provided by the nominee and written to a template designed to give Scrutiny Panels and Panel Chairs the information they need to make often difficult decisions.
- Requiring well evidenced and independent referees' and assessors' reports, which address the criteria.
- Accepting that not all careers look identical and that allowing for that difference does not deny excellence.
- Accepting that being 'learned' is possible in early and mid-career and not just at the end of a career.

New Documents: There will be a set of new documents for the nomination and election process. These are designed to increase transparency and make criteria as explicit as possible. We know from the work of other learned societies that the more transparent the process is the more likely women and other under-represented groups are to accept nomination. Greater explicitness is helpful to both nominees and those nominating them (Rees 2014).

Feedback should be provided to all unsuccessful candidates through the nominator. Draft guidance on this to be approved.

Dormant applications which have been in the system for 3 or 5 years should not just sit there. The general consensus is that an unsuccessful nomination should receive feedback and then either be withdrawn or be re-presented with updates the following year up to a total of the three years currently possible. The current gap before re-submission would then apply.

Nominations Committee: The Nominations part of the Governance, Nominations and Elections Committee which is already constituted (following the Rees Report in 2014) to do what needs doing, should be reconstituted to actively find nominees and promote nominations. This work would include looking at the statistics on nominations and elections each year and deciding where balance (of e.g., gender, age, race, language, discipline, geography) is missing or patchy and using 'themes' based on these areas each year to promote different kinds of nominations. The committee must be much more pro-active than it has been and start doing what it currently says it will do.

The Cap on Election:

- The Society to review the current working of the cap on elections each year. In particular to consider:
- Whether the society needs to be less stringent about the cap when it have excellent nominations it is turning away.
- Whether there is a need to be flexible about the cap to encourage the kind of diversity the society values.
- How to manage the process if the cap were made more flexible.

Note: The RSE has already made the cap much more flexible to allow more diversity. The Cap was changed by Rees review for three years in 2014 to allow more nominations of women. The LSW Could consider doing something similar for: Rising stars with great potential, ethnic minorities, particular disciplines or areas of excellence, multidisciplinary or interdisciplinary activity.

Training for panel chairs and members. The approval of these changes would require some training and support for panel members and chairs.

Next Steps:

- **To write the interim report**
- To seek approval for the above from the Review Steering Group and Council.
- To analyse and report on the results of the Skills and Diversity Audit
- To convene the third working group to develop the Strategic Equality Plan.
- To write the final report.

TT: 02/05.2018



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Annual General Meeting, 23 May 2018

AGM/2018/07

Agendum 10

Cyfarfod Cyffredinol Blynyddol, 23 Mai 2018

CCB/2018/07

Agendwm 10

Fellowship Matters

- 40 new Fellows were elected in April 2018. There are now 498 Fellows of the Society and five Honorary Fellows.
- Two Honorary Fellows were also elected in April 2018: Professor Dame Marilyn Strathern who is a pre-eminent Social Anthropologist whose wide international acclaim is founded on her extensive field research that began almost 50 years ago in Papua New Guinea in Melanesia. Also joining as an Honorary Fellow is Professor Sir Vaughan FR Jones, a revolutionary mathematician, known for his work on von Neumann algebras and knot polynomials.
- The deaths during the year of Professor Harold Carter DLitt FRGS FLSW (elected 2011), Yr Athro Bobi Jones DLitt FLSW FBA (Founding Fellow), Professor Vernon Morgan DSc FEng FCGI FIET FInstP FLSW (elected 2011), Professor Neil Reeve FLSW (elected 2017), and Lord Stewart Sutherland of Houndwood KT FBA FRSE HonFLSW (elected 2017), are, with great regret, recorded below.
- During The Society year May 2017 to May 2018, three Fellows resigned.

Fellow's Honours, Prizes and Awards

Warmest congratulations are offered to the following Fellows on the conferment upon them during the past year of honours, prizes and awards, as indicated:

Professor Antony Chapman DSc FBPsS FAcSS FIoD DSc HonFBPsS FLSW - has been awarded an OBE for services to Higher Education.

Professor David Charles FLSW - has been appointed the Howard H. Newman Philosophy Professor at Yale University.

The Reverend Professor Douglas Davies DLitt FAcSS FBA SBStJ FLSW - has been elected a Fellow of the British Academy.

Professor Jasmine Donahaye FLSW - has been promoted to Professor of English Literature & Creative Writing.

Professor Gillian Douglas FAcSS FBA FLSW - has been elected a Fellow of the British Academy.

Professor David Edmunds FLSW - has been elected as a Foreign Member of the Georgian National Academy of Sciences.

Professor Dianne Edwards CBE ScD FRSE FLS FRS MAE FLSW - has received honorary doctorates of science from the Universities of Edinburgh and Wales and a medal from the Birbal Sahni Institute of Palaeosciences, Lucknow, India.

Professor Christopher Evans FRSC FRCPath FIOR FLSW - has been elected as an Honorary Member of the Croatian Orthopaedic Society, an Inaugural Fellow of the Orthopaedic Research Society; awarded the Senior Achievement Award by the American Academy of Orthopaedic Surgeons and the Distinguished Investigator Award by the Orthopaedic Research and Education Foundation.

Yr Athro Robert Evans MAE FBA FLSW - will be admitted to the Blue Robes/ Gwisg Las section of the Gorsedd at the 2018 Eisteddfod.

Professor Roger Falconer DSc DEng FREng FLSW - has been awarded Honorary Membership of the International Association for Hydro-Environmental Engineering and Research, and was appointed Vice-President of the International Association for Coastal Reservoir Research; gave the Dr. K.T. Dholakia Oration to the Bombay Orthopaedic Society.

Professor Claire Gorrara FRHistS FLSW - the Modern Foreign Languages Student Mentoring Project has been awarded the Threlford Cup by the Chartered Institute of Linguists.

Professor Karen Holford CBE FREng FIMEchE FICE FlinstP FLSW - has been awarded a CBE for her work helping advance women in science and engineering.

Professor Graham Hutchings FRS FICHEME FRSC FLSW – has been awarded the Faraday Lectureship Prize by the Royal Society of Chemistry

Lord Justice David Lloyd Jones QC FLSW - has been appointed the first Welsh member of the Supreme Court.

Professor Ruth King FRSE FLSW - has been elected as a Fellow of the Royal Society of Edinburgh.

Dr Alun Cynfael Lake FLSW - will be admitted to the Green Robes/ Gwisg Werdd section of the Gorsedd at the 2018 Eisteddfod.

Dr William Marx FRHistS FLSW - Brepols (Turnhout, Belgium) published *Editing and Interpretation of Middle English Texts: Essays in Honour of William Marx*, (eds. Margaret Connolly and Raluca Radulescu), a festschrift in acknowledgement of Dr Marx's contributions to Medieval English Literature, particularly to textual criticism and manuscript studies.

Yr Athro Prys Morgan FRHistS FSA FLSW - was awarded the Medal of The Honourable Society of Cymmrodorion, recognising contribution and distinguished service to Wales.

Professor Iwan Rhys Morus FRHistS FLSW - has been elected a Fellow of the Royal Historical Society.

Dr Drew Nelson OBE FREng DEng FLSW - has been awarded the St David Award for Innovation, Science & Technology.

Professor Sir Keith Peters FMedSci FRCP FRCPE FRCPath MAE FLSW FRS - has been awarded a GBE (Knights Grand Cross of the British Empire) for his services to the advancement of Medical Science.

Professor Ole Petersen CBE FMedSci MAE FRS FLSW – has been awarded the American Physiological Society's Physiology in Perspective: The Walter B. Cannon Award Lectureship.

Professor Sally Power FAcSS FLSW - was conferred as a Fellow of the Academy of Social Sciences.

Professor Graham Richards CBE DSc FRS FRSC FLSW - has been awarded the 2018 Richard J. Bolte Sr. Award for Supporting Industries and has been elected as a Fellow to the Royal Society.

Professor Emeritus Gareth Ffowc Roberts FLSW - has been awarded Honorary Fellowship by Coleg Cymraeg Cenedlaethol.

Professor Philip Alexander Routledge OBE MD FRCP FRCPE FBTS FRSB FAcadMed HonFRCGP HonFFPM HonFBPhS FLSW - has been awarded a CBE for his services to Medicine.

Professor Roger Scully FAcSS FLSW - has won the Political Studies Association's award for Political Studies Communicator of the Year for 2017.

Mr Ned Thomas FLSW - will be admitted to the Green Robes/ Gwisg Werdd section of the Gorsedd at the 2018 Eisteddfod.

Professor Ken Walters FLSW FRS - has been elected as a Fellow of the (U.S.) Society of Rheology; Elsevier, have introduced an annual "Walters Prize", which is awarded to the authors of the best research paper published in the Journal of Non-Newtonian Fluid Mechanics; carrying a prize of €2,500.

Professor Colin Williams FLSW - has been elected a Senior Research Associate of the Von Hugel Institute, University of Cambridge and awarded a D.Litt by the University of Wales.

Professor Daniel Wincott FLSW - has been appointed as Leadership Coordinator, Governance and Brexit Research, by the Economic and Social Research Council for 25 recently commissioned Brexit priority grants.

Professor Michael Woods FLSW - has been elected as a Fellow of the Academy of Social Sciences.

REF 2021

The following Fellows have been announced as REF Sub panel members:

- Professor Jane Aaron (English Literature)
- Professor David Blackaby (Economics)
- Professor Siwan Davies (Geography and Environmental Studies)
- Professor Paul Harper (Mathematical Sciences)
- Professor Mark Haskins (Mathematical Sciences)
- Professor Oubay Hassan (Engineering)
- Professor Ann Heilmann (English Language and Literature)
- Professor Jerry Hunter (modern languages and linguistics)
- Professor Matt Griffin (Physics)
- Professor Paul Morgan (Medicine)
- Professor John Tucker (Comp Sci)

Professor Justin Lewis has been appointed Chair of the REF 2021 Communication, Cultural and Media Studies, Library and Information Management sub-panel.

Obituaries

It is with great sadness that we report the death of the following Fellows of the Society during the year:

Professor Harold Carter DLitt FRGS FLSW (1925 – 2017)

Elected 2011

Yr Athro Bobi Jones DLitt FLSW FBA (1929 – 2017)

Founding Fellow

Professor Vernon Morgan DSc FEng FCGI FIET FInstP FLSW (1941 – 2017)

Elected 2011

Professor Neil Reeve FLSW (1953 – 2018)

Elected 2017

Lord Stewart Sutherland of Houndwood KT FBA FRSE HonFLSW (1941 – 2018)

Elected 2017

Professor Harold Carter DLitt FRGS FLSW (1925 – 2017)

Yn ystod ei yrfa academiaidd, bu'n Athro Emeritws ym Mhrifysgol Cymru, Aberystwyth ac yn Athro Daearyddiaeth Ddynol Gregynog. O 1983 tan iddo ymddeol yn 1986 roedd yn Gyfarwyddwr Adran Daearyddiaeth Aberystwyth. Cafodd ei dderbyn yn aelod o Orsedd y Beirdd yn Eisteddfod Llanrwst 1989. Yn arbenigwr ym maes daearyddiaeth ddynol Gymraeg, traddododd ddarlith radio flynyddol BBC Cymru yn 1988, dan y teitl Diwylliant, Iaith a Thiriogaeth.

Wrth roi teyrnged iddo, dywedodd yr Athro Rhys Jones o Adran Ddaearyddiaeth a Gwyddorau Daear Prifysgol Aberystwyth: "Er pan gyrhaeddodd yr Adran Daearyddiaeth ym 1949, bu cyfraniad yr Athro Harold Carter i fywyd academiaidd yr adran a'r brifysgol yn ehangach yn enfawr.

"Gwnaeth yr Athro Carter gyfraniad nodedig i ddatblygiad daearyddiaeth fel disgyblaeth.

"Daeth ei waith cynnar ar ddaearyddiaeth drefol - yng Nghymru a thu hwnt - yn enghraifft i ddaearyddwyr oedd yn gweithio yn y maes hwn.

"Ei angerdd arall oedd ymchwilio i ddaearyddiaeth yr iaith Gymraeg, a daeth ei erthyglau a'i lyfrau ar y thema - drwy gydweithio gyda'r Athro Emrys Bowen, ac yn fwy diweddar yr Athro John Aitchison - yn ddarllen gofynnol, nid yn unig i academyddion â diddordeb yn y themâu, ond hefyd i wneuthurwyr polisi ac ymgyrchwyr."

Paratowyd gan BBC Cymru Fyw

Harold Carter graduated from Aberystwyth with first class honours in 1950. Later the same year he joined the Geography Department as an assistant lecturer and went on to complete his MA at Aberystwyth in 1952. In 1964 he became Dean of the Arts and was appointed Gregynog Professor of Human Geography in 1968.

Considered an authority on the Welsh language, from 1981-83 he took on the role of Deputy Principal, and was appointed Head of Geography in 1983, followed by Dean of the Welsh Medium Studies, a role he fulfilled until his retirement in 1986. During this time he also spent periods as visiting professor at Cincinnati and Maryland universities in the US, and Stellenbosch University in South Africa. He was inducted into the Gorsedd of the Bards at the National Eisteddfod in Llanrwst in 1989, and elected to the Learned Society of Wales in 2011.

Prepared by Aberystwyth University

Yr Athro Bobi Jones DLitt FLSW FBA (1929 – 2017)

By far the most prolific writer of the Welsh language in his lifetime, Robert Maynard Jones was born into a working-class, English-speaking home in Cardiff in 1929.

His grandfather, a Marxist, instilled in him an egalitarian spirit which coloured all he wrote and did in later life – novels, short stories, poems, literary criticism which made no apology for being intellectually challenging. His aim was never to produce popular texts but to exercise both the reader and the language.

His non-creative work was published under the name RM Jones. His poems painted pictures of time he spent in Ghana, Quebec and Mexico City, where he fell ill.

Such was the scale of his output that Jones's peers joked he had more books to his name than he had readers – undeterred, he kept producing and consolidating his position as a stalwart of Welsh literature.

At Cathays grammar school he learned Welsh as a second language, and was inspired to study it at degree level at the University of Wales, Cardiff.

After teaching at Llanidloes in Montgomeryshire and Llangefni in Anglesey, he lectured at Trinity College, Carmarthen, and at the University College of Wales, Aberystwyth, joining the staff of the Welsh Department in 1966. He was appointed Professor of Welsh Language and Literature at Aberystwyth in 1980 – in 1969 he had taught Prince Charles Welsh there. He retired in 1989.

His marriage in 1952 to Anne Elizabeth (Beti) James, a native Welsh speaker from Pembrokeshire, proved crucial in his development as a poet. She inspired him towards Welsh literature, which was to remain – along with his Calvinist faith – the driving force of his career. At this time, too, he joined Plaid Cymru. The couple had two children, Rhodri and Lowri.

He made the case for what he saw as the complementary notions religion and nation in *Crist a Chenedlaetholdeb* ("Christ and Nationalism"), published in 1994.

In 1976 in, perhaps, a belated response to complaints that he was writing too much, he announced that he would publish no more verse for 10 years.

He found it difficult to keep his word and, as he once remarked to me with a wink, it did not mean he had to stop writing altogether.

He was no less prodigious in the writing of prose. His three novels are *Nid yw Dwr yn Plygu* ("Water does not bend", 1958), *Bod yn Wraig* ("To be a woman", 1960) and *Epistol Serch a Selsig* ("An epistle of love and sausages", 1997). Making no concession to "the common reader", these books are difficult even for those familiar with literary theory and are not meant to be popular – a category he despised and for the promoting of which he often took the Welsh Books Council to task.

In his view, the Welsh reader needed to be "fully stretched", for the integrity and vitality of the language depended on it. He regarded the minimalists among his critics, especially those poets who were content to bring out a slim volume and then fall silent, as exemplars of the Welsh inferiority complex, which he was fond of examining at every opportunity. His readers were taxed to the utmost by his works of literary theory.

As a student he was particularly anxious to learn why the language and literature of Wales play such a crucial part in the maintenance of Welsh nationhood.

Having mastered Welsh as a second language and made it the language of his home and writing, RM Jones turned to the teaching of Welsh to adults, a field in which he played a pioneering and inspirational role for many years, particularly as the prime mover of Cymdeithas y Dysgwyr (CYD, or “The Learners’ Society”), which since 1984 has been active in organising classes in all parts of Wales.

What he called for was a mass movement similar to the Ulpan scheme which had restored Hebrew in Israel, seeing it as the only hope for the survival of Welsh, and he worked tirelessly in pursuit of this ideal. He was fond of telling the story of Eliezer Ben-Yehuda and his wife Devora who, after landing in Jaffa in 1881, resolved to speak only Hebrew with each other and swore to become the parents of the first child in modern times to have that language as its mother tongue.

Although he produced a number of works in English, it became to him a foreign language.

Jones’s last years were marred by severe physical back pain which prevented him from sitting down, so that his reading and writing had to be done in the upright position or lying prone on his stomach. Even so, he did not let it interrupt his 12-hour days. His collected poems were published as *Canu Arnaf* (“Singing me”) in two volumes in 1994 and 1995, and yet another as *OI Traed* (“Footprint”) in 2003. It was thus he served the language and literature of his country, and the God he revered above all else.

In one poem, he wrote: “Death, you’re afraid of me, because I’m young”.

Prepared by Professor Meic Stephens FLSW

Professor Vernon Morgan DSc FREng FCGI FIET FInstP FLSW (1941 – 2017)

Professor Vernon Morgan obtained his BSc and MSc degrees at the University College of Wales, Aberystwyth, his PhD at Gonville and Caius College and the Cavendish Laboratory at the University of Cambridge, and his DSc (Eng) at the University of Leeds. He held a University of Wales Fellowship at the Cavendish Laboratory, Cambridge (1966-68), and a Harwell Fellowship (1968-70). In 1970 he was appointed to a faculty position at the University of Leeds, where he remained until joining Cardiff in 1985. He also spent time as a visiting scientist at the University of Aarhus, Denmark (1971), at Chalk River Nuclear Laboratory in Canada (1972 and 1974), and was a Visiting Professor at Cornell University (1978 and 1979), as well as a Visiting Associate (1980 and 1981).

At Cardiff University, in addition to being a Distinguished Research Professor, Vernon was Joint Director (with Robin Williams) of the Cardiff III-V Semiconductor and Microelectronics Centre and was a major force in developing this area of research at Cardiff University. His work laid the foundations for the University's recent emergence as a worldwide hub for compound semiconductors. He helped Mike Scott to establish the company Epitaxial Products International, the precursor to the world-renowned IQE, which has become Wales' largest home-grown PLC.

His research interests spanned the physics and technology of semiconductor materials, devices and integrated circuits, with particular emphasis on the use of gallium arsenide. This included ion implantation studies, metallisation systems, surface and defect characterisation, together with device simulation studies. He remained at the School of Engineering as a teacher and active researcher until his retirement in 2010, when he became an Honorary Distinguished Professor.

He acted as a consultant in microelectronics and semiconductor materials to various organisations in the UK, USA and Canada, and served on a number of committees and boards of the Institute of Physics, the Institution of Electrical Engineers, the Ministry of Defence and the Science and Engineering Research Council. He authored three text books and was a Joint Editor of the Wiley Series on Solid State Devices and Circuits (seven books), as well as editor of four research books on microwave devices and systems. He was the European and Founding Editor of the Wiley International Series on "Design and Measurement in Electronic Engineering" and an Editorial Advisor to Wiley on electronic materials and devices. He was Chairman to the IEE Books Publication Committee and a non-executive Director to IEE Publishing (1990-2002).

Under Vernon's leadership, Cardiff's School of Engineering became one of the foremost in the UK. He received a Fellowship in 2006 for research achievements from his alma mater The University of Wales, Aberystwyth, was Advisor to the MoD Defence Scientific Advisory Council on Electronic Materials, was elected to the Fellowship of the Royal Academy of Engineering in 1996, was a Fellow of the City & Guilds Institute, a Fellow of the Royal Society for Arts, Vice President of the Institute of Physics (IOP) (1992-96), a Fellow of the Institute of Physics, a Fellow of the Institution of Engineering and Technology (IET) and a senior member of the IEEE (USA). Vernon also served as a Member of the UK government's 2001 and 2007 Research Assessment Exercise panels for Electrical and Electronic Engineering. In 2004 Vernon was awarded the Papal Cross by Pope John Paul II (Pro Ecclesia et Pontifica) for Distinguished Service to Higher Education.

After his retirement, Vernon was an active member of the South Wales Institute of Engineers and also an enthusiastic Fellow of the Learned Society of Wales (LSW). He was instrumental in the establishment of the Menalaus Medal for Engineering and Science awarded by the LSW and was also involved in the organisation of the prestigious Menalaus Memorial Lecture that takes place at Cardiff University every year.

Vernon will be sadly missed by all who knew him. This includes the many generations of undergraduate and postgraduate students whom he inspired, and the early career academics who he always found time to mentor. He is survived by wife Jean, daughter Suzanne, son Dyfrig, and their families.

Prepared by Cardiff University

Professor Neil Reeve FLSW (1953 – 2018)

Professor Neil Reeve, who passed away on April 1 at the early age of sixty-four, was a highly distinguished editor of definitive editions of texts by D. H. Lawrence, Henry James and Thomas Hardy. Additionally he was a gifted critic of modern writers, and it was characteristic of his own conspicuous modesty that he particularly favoured unfashionable authors, such as Elizabeth Bowen and Rex Warner, who had been sidelined in contemporary studies. His subtle, fastidiously discriminating literary intelligence meant that he was exceptionally suited to explicating particularly difficult contemporary texts, such as the poetry of his former tutor J. H. Prynne.

Having trained at Cambridge, where he had enjoyed a stellar undergraduate and postgraduate career, Neil joined the staff of the Department of English at the then University College of Swansea in 1989. A devoted teacher, he was always aware of the privilege of helping others to appreciate how great works of literature could provide unique illuminations of the human condition.

It was his misfortune to have spent the latter years of his career in an HE environment he found increasingly uncongenial, as authentic literary study was progressively devalued and slighted. But despite becoming thoroughly unillusioned he strove never to become wholly disillusioned. And although he had no respect for the educational attitudes, managerial imperatives and political prejudices underlying the Research Assessment Exercise, he oversaw the preparations for the exercise at Swansea with almost obsessive dedication, knowing, as Head of Department, that his colleagues' very future depended on it. Accordingly, under his leadership, the English Department at Swansea outperformed every other in Wales in the 2014 exercise, and excelled even those of Oxford and Cambridge. And in the 'Impact' category, the Department was one of a mere handful in the whole of the UK to be awarded maximum marks.

Neil was gentle, lovable, courteous, quiet, reserved, highly talented, loyal, sensitive, principled - and exasperating. Exasperating because, in an age where image is all, and self-promotion everything, Neil remained reluctant even to identify with his own best qualities, let alone to draw those to the attention of others. A man of natural dignity and some elegance (as a young man he seemed the academic equivalent of the England cricketer David Gower), and blessed with a quiet wit and wry humour, he was immensely proud of having been elected a Fellow of the Learned Society of his adopted country. We as a fellowship are substantially diminished by his passing.

Prepared by Yr Athro M. Wynn Thomas OBE FEA FLSW FBA

Lord Stewart Sutherland of Houndwood KT FBA FRSE HonFLSW (25 February 1941 - 29 January 2018)

When Stewart Sutherland heard that the Learned Society was minded to offer him an Honorary Fellowship, he expressed unfeigned pleasure. His acceptance was in turn warmly welcomed by the Fellowship. The part Wales played in his multi-faceted life was small but to him not insignificant. It was in 1965, as an Assistant Lecturer in the Department of Philosophy at what was then the University College of North Wales that he started on his illustrious academic career. He gave informal advice, on occasion, to various universities in Wales and was fitting that the University of Wales awarded him an Honorary Doctorate (as many other universities did). Recognition by the Learned Society, in a sense, brought full circle to his academic life.

Born in Aberdeenshire, his father was a drapery salesman and his mother a department store worker. He attended Robert Gordon's College in Aberdeen and then proceeded to take First Class Honours in Philosophy at the city's university. This was followed by a focus on the Philosophy of Religion at Cambridge where he was strongly influenced by Donald McKinnon – much later jointly editing a volume in his honour. He remained at Bangor for three years before moving to the new University of Stirling where he established a Department of Religious Studies. The next phase of his career took him to King's College, University of London, initially as Professor of the History and Philosophy of Religion. Never wishing to be called a theologian, his exploration of religion, ethics and philosophy can be best seen in *God, Jesus and Belief: The Legacy of Theism* (1984). It was already apparent, however, that his intellectual capacity was matched by organizational efficiency and administrative ability. He became Vice-Principal of the college in 1981 and Principal in 1985. Five years later he became Vice-Chancellor of the University of London, charged with the responsibility of sustaining a continuing sense of common purpose amongst its member institutions at a time when that was not always apparent.

Awareness of his ability spread beyond the academic world. To the surprise of some, in 1992 he accepted the post of Chief Inspector of Schools, that is to say Head of Ofsted, the new body which in England did away with the system of HMIs. It was a venerable system but, expressed in the jargon then flowing freely, one deemed by government to be no longer fit for purpose. It fell to Sutherland to steer a new system of school inspection into existence. His undoubted academic status helped him navigate his way through many political and professional difficulties. He did not claim that the replacement he oversaw was without flaws. In any case, he did not suppose that Ofsted would occupy the rest of his life.

In 1994 he was brought back to Scotland as Principal of the University of Edinburgh where, with quiet but determined authority, he did what he could to bring fresh vigour to its academic life and international standing. Needless to say, the political mood in Scotland was not that of his youth and a returning native is not always welcomed uncritically. He had been elected to the Fellowship of the British Academy in 1992 but it was not until 1995 that the Royal Society of Edinburgh followed suit. Sutherland held to his course in the university with humour and reason. In 2002, he became that Society's President on his retirement from the university. In that capacity he gave advice to this writer at a time when the idea of a comparable body was being mooted in Wales. When, subsequently, the Learned Society of Wales did come into existence, the relationship with the Royal Society of Edinburgh has been a source of encouragement and support.

Sutherland was knighted in 1995 and created a Life Peer in 2001 (sitting in the House of Lords as a crossbencher). That might be thought simply to reflect his standing in, and contribution to, many fields of education. His service, however, went wider. The longer term care of older people, a constantly growing number, is universally recognized across all political parties to be a major problem in our society: how should it be provided and funded? In 1997 Sutherland accepted the chairmanship of a Royal Commission appointed to investigate the problem and point the way forward. In this role his skill as a chairman blended with a personal commitment. No government, however, seems able to discover a consensual solution and implement it. Sutherland's commission, though diligent and penetrating, was not itself in full internal agreement and, in the event, the Report gathered dust, though in the House of Lords and elsewhere, Sutherland continued to press his case. His own death, from cancer, came too early. Latterly, the Scottish government did implement some of the commission's proposals. Social questions of this kind continued to engage him to the end (for example, recently chairing a House of Lords committee investigating affordable child care).

Such public activity, however, should not lead to the conclusion that his interest in and commitment to higher education faded away. He was Provost of Gresham's College from 2002 to 2008 and continued to lecture and write, though his pattern of activities meant that the volume of his writing (though not its quality) was not as great as it might have been. On another front, he was the only man, it is believed, to have served on the Higher Education Funding Council for England and the equivalent body for Hong Kong. His reputation in these matters was global.

Many words have been written, and will continue to be written, about the relationship between academic excellence and the needs of society. If one wants a case-study of commitment and achievement across boundaries one could not do better than study and admire the life of Stewart Sutherland.

Prepared by Professor Keith Robbins DLitt FRSE FRHistS FLSW



THE LEARNED SOCIETY OF WALES CYMDEITHAS DDYSGEDIG CYMRU

THE NATIONAL ACADEMY – CELEBRATING SCHOLARSHIP AND SERVING THE NATION
YR ACADEMI GENEOLAETHOL – YN DATHLU YSGOLHEICTOD A GWASANAETHU'R GENEOL

Annual General Meeting, 23 May 2018

AGM/2018/08
Agendum 11

Cyfarfod Cyffredinol Blynyddol, 23 Mai 2018

CCB/2018/08
Agendwm 11

Election of new Fellows and Honorary Fellows, 2017/18

In July 2017, at the start of the 2017/18 Election Cycle, and in accordance with the procedures previously determined by Council, all (Ordinary) Fellows of the Society were invited to submit nominations of persons for election to the Fellowship.

The Fellowship was also invited to submit recommendations to Council for the election of Honorary Fellows of the Society.

In 2016/17, 8.6% of the Fellowship put forward new names for nomination to Fellowship. In 2017/18, this rose to 9.7%. The Society is keen to encourage the Fellowship to become more involved as Lead Proposers for future nominations.

The criteria for election to Fellowship and Honorary Fellowship are set out in the Society's bye-laws are available here: <https://www.learnedsociety.wales/our-fellows/fellowship-election-cycle/criteria/>

Honorary Fellows

The procedures for nomination of Honorary Fellows required that certificates of Recommendation be completed by one Fellow as Lead Proposer, then signed by two further Fellows acting as Seconders, and submitted by the deadline. In the Council meeting of 25 October 2017, Council resolved to take two recommendations forward to nomination, and the Lead Proposers completed and submitted this documentation by the January deadline.

Council further resolved to approve that these candidates proceed to ballot in the Special Council meeting of 21 March 2018.

The candidates were duly approved by the ballot of the Fellowship and elected as Honorary Fellows of the Society on 13 April 2018.

Fellows

In accordance with the procedures previously determined by Council, in July 2017 existing Fellows were invited to submit nominations of persons for election to the Fellowship in 2017/18.

In all, **56** new nominations were submitted by the closing date of 2 October 2017. In addition, a further **54** nominations of candidates that had been previously considered in previous election cycles (but excluded by the cap or else deemed not worthy of election), were carried forward for consideration during 2017/18.

The total number of candidates considered under approved procedures during 2017/18 was therefore **110**.

Council determined that all 9 Scrutiny Committees should operate during the 2017/18 Election Cycle, their role being to assess the nominations and to decide which candidates were worthy of election during that year.

Five of these (Scrutiny Committees A1 to A5) covered the broad academic areas of Science, Technology, Engineering, Mathematics and Medicine (for which Professor Ole Petersen is the responsible Vice-President) and three (Committees B1 to B3) covered the broad academic area of the Arts, Humanities and Social Sciences (for which Professor David Boucher is the responsible Vice-President).

The ninth Scrutiny Committee (C1) covered nominations in the General category. Scrutiny Committee (C1) considered nominations in the General category which, in accordance with the Society's criteria for election to Fellowship, has been established for candidates who do not necessarily have "*a demonstrable record of excellence and achievement in any of the academic disciplines*" but who fall into the category of persons "*who, being members of the professions, the arts, industry, commerce or public service, have made a distinguished contribution to the world of learning*". A full list of Scrutiny Committee members is provided in Appendix B.

Scrutiny Meetings were held over the period 22 January – 2 February 2018. Two separate meetings of the Vice-Presidents and the Chairs of their subject Scrutiny committees were also convened, to draw up the list of recommended candidates.

A special meeting of the Council was held on 21 March 2018 where, in accordance with the Regulations, Council considered the recommendations of the Scrutiny Committees and Vice-Presidents and approved a list of 40 nominations for submission to the Fellowship as a whole, for formal election.

A ballot including all those nominees on the approved list (40 Fellows and two Honorary Fellows), was circulated to the existing Fellows on 23 March 2018, the deadline for return 13 April 2018.

In order to be elected a candidate must have received the support of at least 70% of those Fellows who returned valid ballots by the due date.

In all, 250 ballots (54% response rate) were returned by the deadline. In accordance with the Regulations, two Fellows, not being members of Council, had previously been appointed as Scrutineers for the election by the President. The appointed Scrutineers were Professor Katie Gramich FEA FLSW and Y Gwir Barchedig Dr Barry Morgan Dlitt FLSW.

On 13 April 2018, the returned ballots were counted by the two Scrutineers in the presence of the Clerk.

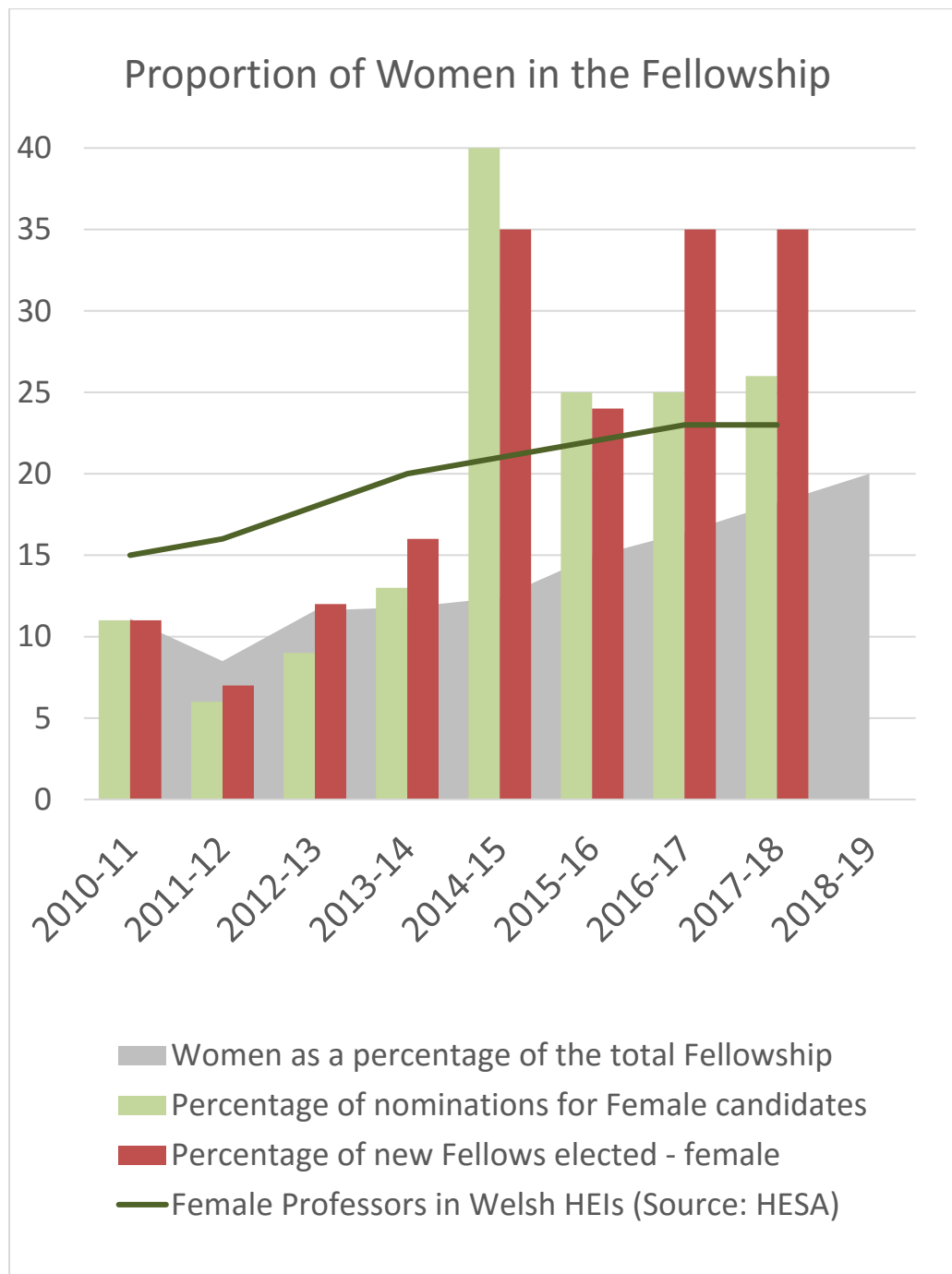
Two Honorary Fellows and 40 new Fellows (that is, all of those included on the ballot paper) were elected. The Fellows elected are listed in Appendix A to this paper.

Gender Balance in the Fellowship

In 2014, the Council of the Learned Society of Wales approved the *Report and Recommendations of the Gender Balance Working Group* led by Dame Professor Teresa Rees. This equality focused report and recommendations were published [here](#). In response to this changes were made, including making the election process more visible, making an exception to the cap (of three) on the number of nominations a Fellow can make per year in the case of female candidates, providing written guidance to the Scrutiny Committee Chairs and heightening the visibility of female Fellows. The full recommendations of the group are available on the Society's website. The impact of the recommendations will be reviewed in the next Society year.

Equality, Diversity and Inclusion Review 2017-18: Following a recommendation from the Appointments, Governance and Nominations Committee the Council of the LSW in October 2017 approved the remit of a new review titled *Equality, Diversity and Inclusion Review of the Society*, to be led by Professor Terry Threadgold. The remit paper, which builds on the 2014 report, is available [here](#). A progress report is available in Agendum 9.

It is encouraging that this year continues the trend of an increase in the proportion of female Fellows in the Society and that 35% of the new Fellows elected in 2017/18 were women. Women now comprise 20% of the Society's Fellowship.



Formal Welcome and Introduction of Fellows

Those Fellows elected during the 2017/18 Election cycle who are present during the Annual General Meeting will be formally introduced and welcomed. This will be followed by the formal welcome and introduction of:

- any previously-elected Fellows who have not yet been formally welcomed and introduced; and
- any Founding Fellows who have not yet been formally welcomed and introduced.

The procedure will be the same for each group.

The names of Fellows who are present will be read out in turn, in alphabetical order, and each will then be invited to proceed to the front of the chamber to be greeted by the President, to be introduced to the other Fellows, and to sign the Roll of Fellows (which has been commissioned from Gwasg Gregynog). By signing the Roll, each Fellow will affirm that, as a Fellow of the Learned Society of Wales:

“I undertake to do all within my power to uphold the purposes and good name of the Society.”

After signing the Roll of Fellows, each Fellow should return to his/her seat.

At the conclusion of this item of business, the President will address those Fellows who have been introduced and welcomed in the following words:

“In the name and by the authority of The Learned Society of Wales, I admit you as Fellows thereof”.

Please note:

A photographer has been engaged to record this part of the meeting and photographs will be taken of each Fellow shaking hands with the President. Fellows are asked to pause during these “set piece” moments and to face the camera.

Any Fellow or Founding Fellow who has not advised the office of his/her intention to be present but who does now expect to attend the meeting is asked to contact the Society’s Clerk, Amanda Kirk by email (akirk@lsw.wales.ac.uk) or telephone (029 2037 5054) as soon as possible, so that her / his name can be added to the list of Fellows present.

PJ
May 2018

Fellows Elected April 2018

Honorary Fellows

**Professor Sir Vaughan FR Jones KNZM FRS FRSNZ
FAA HonFLSW**

Stevenson Distinguished Professor, Vanderbilt University; Director of the New Zealand Mathematics Research Institute; Professor Emeritus, University of California at Berkeley

**Professor Dame Marilyn Strathern DBE FBA
HonFLSW**

Professor Emerita, University of Cambridge; Formerly William Wyse Professor of Social Anthropology and Mistress of Girton College, Cambridge

Fellows

Professor Dave Adams FRSC FLSW
Chair in Chemistry, University of Glasgow

**Professor Cara Carmichael Aitchison FHEA FWLA
FAcSS FRGS FLSW**

President and Vice Chancellor and Professor of Geography and Cultural Economy, Cardiff Metropolitan University

**Professor Howard Barnes OBE DSc FEng FIMMM
FLSW**

Principal, Rheology Consultants; Honorary Professor, Chester University

Professor Kirsti Bohata FHEA FLSW

Professor of English Literature Director of CREW, Swansea University

Professor David Brooksbank FRSA FLSW

Professor of Enterprise and Dean, Cardiff School of Management, Cardiff Metropolitan University

Professor Tony Brown FLSW

Emeritus Professor, School of English, Bangor University

Professor Claire Connolly FLSW

Professor of Modern English, University College Cork

Professor Hanna Diamond FRHistSoc FLSW

Professor of French, School of Modern Languages, Cardiff University

Professor Shareen Doak FLSW

Personal Chair in Genotoxicology and Cancer, Swansea University

Professor Julian Dowdeswell ScD FGS FRGS FLSW

Director, Scott Polar Research Institute; Professor of Physical Geography, University of Cambridge

Professor Idris Eckley FLSW

Professor of Statistics, Lancaster University

**Professor Emerita Anne Edwards Doctorates
Honoris Causa (Helsinki and Oslo), AcSS FLSW**

Retired, formerly Director of the Department of Education, Oxford University

Yr Athro Menna Elfyn FRSL FLSW

Athro Ysgrifennu Creadigol | Creative Director, MA Creative Writing, University of Wales Trinity Saint David

Professor Alma Harris FRSA FLSW

Professor of Leadership and Policy, University of Bath

Dr Bleddyn Owen Huws FLSW

Uwchddarlithydd, Adran y Gymraeg ac Astudiaethau Celtaidd | Senior Lecturer, Department of Welsh & Celtic Studies, Aberystwyth University

**Professor Trevor Mervyn Jones CBE FMedSci FRSC
PhD Hon DSc Cchem Hon FRCP FBPhS FFPM FLSW**

Chairman Simbec-Orion Ltd Merthyr Tydfil, Director Wales Life Science Fund (Arthurian Life Sciences); Simbec-Orion Ltd, Wales Life Science Fund

Professor Martin Kitchener FCIPD FAcSS FLSW

Professor of Management; Dean and Head of School,
Cardiff Business School, Cardiff University

Dr Alun Cynfael Lake FLSW

Reader, Department of Welsh, Swansea University

The Honourable Sir Clive Buckland Lewis FLSW

Judge of the High Court of England and Wales, Royal
Courts of Justice

Professor Biagio Lucini FLSW

Personal Chair Head of the Mathematics Department,
Swansea University

Professor John Robert Morgan FLSW

Professor Emeritus Emeritus Professor History & Classics,
Swansea University

**Professor Perumal Nithiarasu DSc CEng FIMA
FMEchE FIPEM FLSW**

Dean, Academic Leadership, Research Impact; Head,
Zlenkiewicz Centre for Computational Engineering,
Swansea University

Professor Andrew Owen FRSB FBPhS FLSW

Clinical Pharmacology, Institute of Translational
Medicine; Chair of the Board of Trustees, British Society
for Nanomedicine; Professor of Pharmacology in the
Department of Molecular and Clinical Pharmacology,
University of Liverpool

Professor Ronald Pethig DSc CEng FIET FInstP FLSW

Emeritus Professor of Bioelectronics, University of
Edinburgh

Professor Raluca Radulescu FLSW

Professor of Medieval Literature, Bangor University

Professor David Neville Thomas FRSB FLSW

Professor of Marine Biology, Head of School of Ocean
Sciences, Bangor University; Director of Sêr Cymru NRN-
LCEE, Docent at Helsinki University; Research Professor at
Finnish Environment Research
Institute (SYKE)

Professor Jenny Kitzinger FLSW

Director of Research: Impact and Engagement and Co-
Director of the Cardiff-York Coma and Disorders of
Consciousness Research Centre, Cardiff University

**Professor John H Lazarus FRCP(Lon.Edin.Glas)
FRCOG FACE FLSW**

Vice Chair Trustee Board Tenovus; Emeritus Professor of
Clinical Endocrinology Cardiff University, Cardiff
University

The Lord Robert James Lisvane KCB DL FLSW

Deputy Lieutenant for Herefordshire; First Warden, The
Worshipful Company of Skinners; Independent Vice-
President, Local Government Association; Cross-Bench
Member of the House of Lords (Member, Delegated
Powers and Ecclesiastical Committees), House of Lords

Professor Danny McCarroll FLSW

Professor of Geography, Swansea University

Professor Damien Murphy FRSC FLSW

Head of School Professor of Physical Chemistry, Cardiff
University

Professor Paul O'Leary FRHistS FLSW

Director of Welsh Language and Culture, Institute of
Geography, History, Politics and Psychology; Holder of
the Sir John Williams Chair in Welsh History, Aberystwyth
University

Yr Athro Richard Gwynedd Parry FRHistS FLSW

Professor of Law and History of Law, Swansea University

Professor Eleri Pryse FLSW

Professor of Physics, Aberystwyth University

Professor Chris Taylor FLSW

Cardiff Co-Director, Wales Institute of Social & Economic
Research, Data and Methods (WISERD); Professor of
Education, Cardiff University

Yr Athro Deri Tomos FLSW

Professor, School of Biological Sciences, Bangor
University

Professor Carole Tucker FLSW

Deputy Head of School and Director of Learning and Teaching, School of Physics and Astronomy, Cardiff University

Professor Meena Upadhyaya FRCPATH OBE FLSW

Honorary Fellow, University of Wales, Trinity St. Davids; Distinguished Professor (Hon), Cardiff University School of Medicine, Institute of Medical Genetics, Cardiff University

Professor Lynda Warren FRSB OBE FLSW

Honorary Professor Bangor University; Emeritus Professor of Law, Aberystwyth University

Professor Stephen Nantlais Williams FLSW

Honorary Professor, Institute of Theology, Queen's University Belfast

Members of Scrutiny Committees Election Cycle 2017/18

A1: Medicine and Medical Sciences

Chair: Professor Ieuan Hughes
(Cambridge)
Professor Nicholas Coleman (Cambridge)
Professor Mari Lloyd Williams
(Liverpool)
Professor Ronan Lyons (Swansea)
Professor Valerie O'Donnell (Cardiff)
Professor Anita Thapar (Cardiff)
Professor Elizabeth Treasure
(Aberystwyth)

A2: Cellular, Molecular, Evolutionary, Organismal and Ecosystem Sciences

Chair: Professor Rob Beynon (Liverpool)
Dr Sally Davies (Cardiff)
Professor John Doonan (Aberystwyth)
Professor Bridget Emmett (Bangor)
Professor Diane Kelly (Swansea)
Professor Owen Lewis (Oxford)
Professor Chris Pollock
Professor Anne Rosser (Cardiff)

A3: Chemistry, Physics, Astronomy and Earth Sciences

Professor Hagan Bayley (Oxford)
Professor Paola Borri (Cardiff)
Professor Tavi Murray (Swansea)
Professor Richard Palmer (Birmingham)
Professor John Parkes (Cardiff)
Professor James Scourse (Bangor)
Professor Thomas Wirth (Cardiff)

A4: Computing, Mathematics and Statistics

Chair: Professor Terence Lyons (Oxford)
Professor Chris Jones (Cardiff)
Professor Marco Marletta (Cardiff)
Professor Gennady Mishuris
(Aberystwyth)
Professor Faron Moller (Swansea)
Professor Byron Morgan (Kent)

A5: Engineering

Professor Ken Morgan (Swansea)
Professor Ken Board (Swansea)
Professor Peredur Evans (Cardiff)
Professor Manu Haddad (Cardiff)
Professor Nidal Hilal (Swansea)

Sir John O'Reilly

B1: Language, Literature and the history and theory of the Creative and Performing Arts

Chair: Professor Ceri Davies (ex Swansea
University)
Professor Ann Heilmann (Cardiff)
Professor Trevor Herbert (OU)
Professor Carol Tully (Bangor)
Professor Helen Wilcox (Bangor)
Professor Diane Watt (Surrey)
Professor Gruffydd Aled Williams
(Aberystwyth)

B2: History, Philosophy and Theology

Chair: Professor Alessandra Tanesini
(Cardiff University)
Professor Janet Burton (UWTSD)
Professor Douglas Davies (Durham)
Professor Ralph Griffiths (Swansea)
Professor Aled Gruffydd Jones (Athens)
Professor Robin Okey (Warwick)
Professor Chris Williams (Cork)

B3: Economic and Social Sciences, Education and Law

Chair: Professor Gareth Rees (WISERD,
Cardiff University)
Professor David Blackaby (Swansea)
Professor Nickie Charles (Warwick)
Professor Kelvyn Jones (Bristol)
Professor Laura McAllister (Cardiff)
Professor Sally Power (Cardiff)
Ms Ceridwen Roberts

C1: General

Sir Emyr Jones Parry
Professor Ole Petersen
Professor David Boucher
Yr Athro Alan Shore
Professor John Wyn Owen
Yr Athro Nancy Edwards
Professor Terry Threadgold