



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, 22 May 2019
Cyfarfod Cyffredinol Blynyddol, 22 Mai 2019

AGM/2019/01
Agendum 2
CCB/2019/01
Agendwm 2

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. These, along with the Society's Regulations, have formed 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.

Governance

Throughout the year a significant amount of time is required for governance related matters. 2018/19 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 23 May 2018 and during this time, the Council and its Committees:

- reviewed the Society's Regulations – via the General Purposes Committee and with approval by Council – to ensure that the Regulations remain "fit for purpose";
- reviewed the Society's nominations and elections process as party of a review of Equality, Diversity and Inclusion, with approval by the Appointments, Governance and Nominations Committee and by Council to ensure that the process was fair and transparent;
- reviewed and revised the Council's Code of Conduct;
- reviewed and revised the schedule of major risks facing the Society;

- finalised the Society's strategic plan for 2018-2023;
- established an Education Committee to lead on education policy for the Society;
- began implementing the findings of the review of equality, diversity and inclusion;
- reviewed a draft Fundraising Strategy identifying ways to diversify the Society's funding;
- appointed a number of Fellows to the role of University Representative of the Learned Society;
- established a working group to deliver a series of events on Soft Power;
- established a working group to deliver a series of events on bilingualism and multilingualism;;
- completed and submitted a second HSBC review of banking services;
- developed a staff handbook to improve working practice policies for the Society;
- arranged nominations and elections for the roles of Council and Committee members (including the new Fellowship Committee).

Election of Officers and Members of the Council 2019

1. Election of Officers

There were no elections for Officers in 2018/19.

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 21 February 2019, Fellows were invited to nominate one or more persons, from amongst their number, for election to membership of the Council for the three 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 2019 until the end of the Annual General Meeting in 2022.

Fellows were advised that the term of office for the Members of Council listed below would end at the close of the 22 May 2019 Annual General Meeting:

- Professor Nancy Edwards
- Professor Christine James
- Professor Terry Threadgold (eligible for re-election)

Following the closing date for nominations on 20 March 2019, the Clerk had received seven nominations for the three vacancies available, thus resulting in the need for a ballot of Council nominations.

The electronic ballot opened on 3 April (with a hard copy being sent to all Fellows who had expressed their wishes to correspond with the Society only via post) and the ballot closed on 24 April 2019.

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 Meredith Gattis) met to count ballot papers, in the presence of the Clerk on Thursday 25 April 2019. 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 22 May 2019 Annual General Meeting to the end of the May 2022 Annual General Meeting:

- Dr Sally Davies
- Professor Iwan Morus
- Professor Terry Threadgold

The Society wishes to thank Professor Nancy Edwards and Professor Christine James for their valuable contributions to the Society's work during their time as members of the Council. Professor Edwards has served on the Council for the last two terms and was therefore not eligible for re-election, as per the Society's Regulations (8.1 (iii)). Professor Christine James decided not to stand for re-election for a second term.

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 2019

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 2018-19 was as follows:

Officers

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

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

Council members for 2019/2020 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

Dr Sally Davies FLSW

Professor David Evans FLSW

Professor Ieuan Hughes FMedSci FRCP FRCP(C) FRCPC FLSW

Professor John Jones FLSW

Professor Tim Phillips DSc FLSW

Professor Hywel Thomas CBE FREng MAE FLSW FRS

Arts, Humanities and Social Sciences

Professor Sioned Davies FLSW

Professor Helen Fulton FSA FLSW

Professor Densil Morgan DD FLSW

Professor John Morgan DSc (hc) FRAI FRSA FLSW FRHistS

Professor Iwan Morus FLSW

Professor Terry Threadgold, FLSW

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 FLSW (member ex officio), President and 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

Mr Martin Pollard

Amanda Kirk, Clerk

Its members at the end of the 22 May 2019 Annual General Meeting will remain the same.

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 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.

Its members at the end of the 22 May 2019 will remain the same.

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 President
 - 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 Keith Smith FRSC FLSW, Treasurer (Chair)

Sir Emyr Jones Parry GCMG FInstP PLSW

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.

Its members at the end of the 23 May 2018 Annual General Meeting will remain the same.

2.4 Development Funding Committee/Campaign Board

In 2018/19 the Council agreed that the Finance Committee would take responsibility for overseeing the Society's fundraising efforts and the Campaign Board would no longer meet.

2.5 The Election, Nominations and Appointments Committee

In June 2018, Council agreed that the Appointments, Governance and Nominations Committee would be renamed the Elections, Nominations and Appointments Committee and would be responsible for looking at and advising Council on the process required for election to the role of Officers, members of Council and Committees. From May 2019 this Committee will no longer 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 which will be Chaired by the General Secretary

Its current members are listed below:

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

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

Its members at the end of the 22 May 2019 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 David Evans FLSW

Professor Keith Robbins DLitt FRSE FRHistS FLSW

A new female representative of the Council will be announced at the AGM.

2.6 Fellowship Committee

This committee will work 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 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:
 - Vice President, AHSS (who shall be co-Chair)
 - Vice President, STEMM (who shall be co-Chair)
- (ii) Two members of Council appointed from their number
- (iii) Two 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 members at the end of the 22 May 2019 Annual General Meeting will be as follows:

Professor Michael Charlton FInstP FLSW, Vice President

Professor David Boucher FRHistS AcSS FLSW, Vice President

Professor Robert Beynon FLSW

Professor Shareen Doaks FLSW

Two representative of the Council will be announced at the AGM

Medal Committee members

Menelaus Medal

Chair: Professor Hywel Thomas

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