



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, 19 May 2021
Cyfarfod Cyffredinol Blynyddol, 19 Mai 2021

AGM/2021/02
Agendum 03
CCB/2021/02
Agendwm 03

Governance Matters

Governing Instruments

The Society is a Royal Charter Charity (registered charity number 1168622). Its governing documents are its Royal Charter and Bye-laws. These, along with the Regulations, form the Society's governing instruments. Copies of all of these documents are available on the Society's website: www.learnedsociety.wales/about-us/governance/

Paper copies of the documents will be available on request when the office reopens – please contact the Clerk on 029 2037 5054 or email her at Akirk@lsw.wales.ac.uk.

Officers, Council and Committees: Outgoing and new members

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. 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.

Election of Officers and Members of the Council 2021

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)) state that:

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

On 19 February 2021, Fellows were advised that Professor Keith Smith would complete his first term as Treasurer at the end of the 19 May 2021 Annual General Meeting. Professor Smith had decided not to stand for re-election.

Fellows were invited to apply for the role of Treasurer. The closing date for applications was the 12th March 2021, and one nomination was received for the position.

During its meeting on the 17th March 2021, the Council noted that in accordance with the regulations, an election was not required. Professor Emerita Terry Threadgold FLSW was therefore elected without the need

for a ballot. Professor Threadgold's appointment was for an initial term of office from the end of the Society's AGM on 19 May 2021 until the end of the AGM in May 2024.

1.2 Vice-President (STEMM)

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

"the Vice-President(s) shall be elected by the Council from amongst its numbers."

Professor Michael Charlton will complete his first term as Vice-President at the end of the 19 May 2021 Annual General Meeting.

Regulation 5.2ii states that "a Vice-President may seek re-election for a second term of up to three Society Years"; therefore Professor Charlton was eligible for re-election and advised Council colleagues that he was willing to stand for a second term.

One nomination was received for the position, and at their meeting on 17 March 2021 the Council unanimously agreed to elect Professor Michael Charlton to serve as the Society's Vice-President for STEMM for a second term of office (until the end of the AGM in May 2024).

2. Election of Members of Council

The Society's Regulations (8.1) state that Council members' terms of office are 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.*

This year, four Council members – in addition to Professor Keith Smith as Treasurer – will complete their term of office at the 19 May AGM:

- Professor David Boucher
- Professor Ieuan Hughes (eligible for re-election)
- Professor John Jones
- Dr Lynn Williams (eligible for re-election)

On 19 February, Fellows were invited to apply for these vacancies. Those elected would serve for three years from the end of the 2021 AGM. Before the closing date of 12 March, the Clerk received ten nominations, meaning that a ballot was needed.

Dr Lynn Williams was the only applicant from the C1 section of the Fellowship. Regulation 3.3.iii states that C1 should be represented by at least one Council member, therefore Dr Williams was reappointed for a further 3 years without the need for a ballot.

The electronic ballot for the remaining three positions opened on 23 March (with a hard copy being sent to Fellows who correspond only by post) and closed on 14 April. As per the Society's Regulations, two Scrutineers (Professor Tom Crick and Professor Kath Woodward) were appointed to count the ballot papers. They did so via Zoom, in the presence of the Clerk, on 15 April 2021. The Society is grateful to both Scrutineers for undertaking this role.

After the count, the following Fellows were elected to Council for a period of three years from the end of the 19 May 2021 AGM:

- Professor Kirsti Bohata
- Professor Ieuan Hughes (re-elected)
- Professor Carol Tully

The Society wishes to thank Professor David Boucher, Professor John Jones and Professor Keith Smith for their valuable contributions to the Society's work during their time as Council members and Officers. Professor Boucher, Professor Jones and Professor Smith had served on the Council for two terms of three years and were therefore not eligible for re-election.

The Society congratulates Professor Ieuan Hughes and Dr Lynn Williams on their re-appointment to Council for a second term. The Society congratulates Professor Kirsti Bohata and Professor Carol Tully on their appointment to Council.

2.3 Co-option of Council Members

The Society's Regulations also allow Council to co-opt up to two additional Fellows to serve as members. No members of Council were co-opted during the last Society year.

Amanda Kirk

May 2021

The Society's Committees

1. THE COUNCIL

The Council directs and manages the Society and governs and controls its affairs. It delegates some of its functions to standing committees, which report regularly to Council. As the Society is a registered charity, members of Council fulfil the role of Trustees. The Council held four ordinary meetings and two special meetings during the year.

The Society's Bye-laws (3.2) state that the total membership of the Council shall be no fewer than 10 people. The Regulations (3.1) state that Council shall comprise the following members:

- the President
- the two Vice-Presidents
- the Treasurer
- the General Secretary
- Elected Members; no more than 15 Fellows of the Society elected by the Fellowship
- Co-opted Members; no more than two Fellows of the Society co-opted by the Council

Council members during the Society year 2020-21 were as follows:

Officers

Professor Hywel R Thomas CBE FREng FRS PLSW MAE, President and Chair of Council

(Science, Technology, Engineering, Mathematics and Medicine)

Professor Keith Smith FRSC FLSW, Treasurer

(Science, Technology, Engineering, Mathematics and Medicine)

Professor Michael Charlton FInstP FLSW, Vice-President

(Science, Technology, Engineering, Mathematics and Medicine)

Professor Helen Fulton FSA FLSW, Vice-President

(Humanities, Arts and Social Sciences)

Professor Alan Shore FInstP FLSW, General Secretary

(Science, Technology, Engineering, Mathematics and Medicine)

Elected members

Science, Technology, Engineering, Mathematics and Medicine

Dr Sally Davies FLSW

Professor Ieuan Hughes FMedSci FRCP FRCP(C) FRCPCH FLSW

Professor John Jones FLSW

Professor Qiang Shen FLSW

Professor John V Tucker FLSW

Professor Meena Upadhyaya FLSW

Humanities, Arts and Social Sciences

Professor Roger Awan-Scully FLSW

Professor David Boucher FRHistS AcSS FLSW

Professor Claire Gorrara FLSW

Professor Alma Harris FLSW

Professor Iwan Morus FLSW

Professor Terry Threadgold FLSW

Business, Public Service and Public Engagement

Dr Lynn Williams FLSW

Council members for 2021-22 will be as follows:

Officers

Professor Hywel R Thomas CBE FREng FRS PLSW MAE, President and Chair of Council

(Science, Technology, Engineering, Mathematics and Medicine)

Professor Emerita Terry Threadgold FLSW, Treasurer

(Humanities, Arts and Social Sciences)

Professor Michael Charlton FInstP FLSW, Vice-President

(Science, Technology, Engineering, Mathematics and Medicine)

Professor Helen Fulton FSA FLSW, Vice-President

(Humanities, Arts and Social Sciences)

Professor Alan Shore FInstP FLSW, General Secretary

(Science, Technology, Engineering, Mathematics and Medicine)

Elected members

Science, Technology, Engineering, Mathematics and Medicine

Dr Sally Davies FLSW

Professor Ieuan Hughes FMedSci FRCP FRCP(C) FRCPCH FLSW

Professor Qiang Shen FLSW

Professor John V Tucker FLSW

Professor Meena Upadhyaya FLSW

Humanities, Arts and Social Sciences

Professor Roger Awan-Scully FLSW

Professor Kirsti Bohata FLSW

Professor Claire Gorrara FLSW

Professor Alma Harries FLSW

Professor Iwan Morus FLSW

Professor Carol Tully FLSW

Business, Public Service and Public Engagement

Dr Lynn Williams FLSW

2. COMMITTEES

The Society's Royal Charter and Bye-laws give 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 Executive Committee

Council has delegated power to an Executive Committee. The Executive Committee supports the day to day business of the Society and ensures effective management.

Its current members are:

Professor Hywel R Thomas CBE FREng FRS PLSW MAE, President and Chair of Council

Professor Keith Smith FRSC FLSW, Treasurer

Professor Michael Charlton FInstP FLSW, Vice-President

Professor Helen Fulton FSA FLSW, Vice-President

Professor Alan Shore FInstP FLSW, General Secretary

Martin Pollard, Chief Executive

Amanda Kirk, Clerk

Its members at the end of the 2021 AGM will be:

Professor Hywel R Thomas CBE FREng FRS PLSW MAE, President and Chair of Council

Professor Emerita Terry Threadgold FLSW, Treasurer

Professor Michael Charlton FInstP FLSW, Vice-President

Professor Helen Fulton FSA FLSW, Vice-President

Professor Alan Shore FInstP FLSW, General Secretary

Martin Pollard, Chief Executive

Amanda Kirk, Clerk

2.2 General Purposes Committee

The General Purposes Committee ensures that Council has adequate information to enable it to discharge its duties. Its Terms of Reference provide 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:

Professor Hywel R Thomas CBE FREng FRS PLSW MAE, President (Chair)
Professor Keith Smith FRSC FLSW, Treasurer
Professor Michael Charlton FInstP FLSW, Vice-President
Professor Helen Fulton FSA FLSW, Vice-President
Professor Alan Shore FInstP FLSW, General Secretary
Professor Ceri Davies DLitt FLSW
Professor Colin Hughes FLSW
Professor Julia Thomas FLSW

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

Its members at the end of the 2021 AGM will be:

Professor Hywel R Thomas CBE FREng FRS PLSW MAE, President (Chair)
Professor Emerita Terry Threadgold FLSW, Treasurer
Professor Michael Charlton FInstP FLSW, Vice-President
Professor Helen Fulton FSA FLSW, Vice-President
Professor Alan Shore FInstP FLSW, General Secretary
Professor Colin Hughes FLSW
Professor Perumal Nithiarasu FLSW

The Society issued a request for 2 new nominations in February 2021. Only one nomination was received. An additional Committee member will be announced at the AGM.

2.3 Finance Committee

The Finance Committee ensures that Council has adequate information to enable it to discharge its financial responsibilities. This 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 provide 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:

Professor Keith Smith FRSC FLSW, Treasurer (Chair)
Professor Hywel R Thomas CBE FREng FRS PLSW MAE
Professor Alan Shore FInstP FLSW, General Secretary
Professor Faron Moller FLSW
Professor Terry Threadgold FLSW
Professor John V Tucker FLSW

Its members at the end of the 2021 AGM will be:

Professor Emerita Terry Threadgold FLSW, Treasurer (Chair)
Professor Hywel R Thomas CBE FREng FRS PLSW MAE
Dr Sally Davies FLSW
Professor Faron Moller FLSW
Professor John Tucker FLSW

The Society issued a request for 2 new nominations in February 2021. Only one nomination was received. An additional Committee member will be announced at the AGM.

2.4 Governance Appointments Committee

The Governance Appointments Committee Terms of Reference provide 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:

P Professor Hywel R Thomas CBE FREng FRS PLSW MAE, President (Chair)

Professor Keith Smith FRSC FLSW, Treasurer

Professor Michael Charlton FInstP FLSW, Vice-President

Professor Helen Fulton FRHistS AcSS FLSW, Vice-President

Professor Alan Shore FInstP FLSW, General Secretary

Professor Claire Gorrara FLSW

Professor Qiang Shen FLSW

Its members at the end of the 2021 AGM will be:

P Professor Hywel R Thomas CBE FREng FRS PLSW MAE, President (Chair)

Professor Emerita Terry Threadgold FLSW

Professor Michael Charlton FInstP FLSW, Vice-President

Professor Helen Fulton FRHistS AcSS FLSW, Vice-President

Professor Alan Shore FInstP FLSW, General Secretary

Professor Claire Gorrara FLSW

Professor Qiang Shen FLSW

2.5 Fellowship Committee

The Fellowship Committee works across all Scrutiny Committees to encourage a greater range of nominations for Fellowship. It proactively identifies suitable candidates to put forward for nomination, seeks out suitable nominees and considers the balance of the Fellowship as a whole (for example, in terms of the Equality Act 2010, subject distribution and geographical distribution). It also finalises each year's nomination forms and election processes in support of these aims. 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
- (iv) 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 and will remain the same in 2021-22:

Professor Michael Charlton FInstP FLSW, Vice-President

Professor Helen Fulton FLSW, Vice-President

Professor Robert Beynon FLSW

Dr Sally Davies FLSW

Professor Shareen Doak FLSW

Professor Ieuan Hughes FLSW

Co-opted member:

Professor Hywel R Thomas CBE FREng FRS PLSW MAE

Professor Terry Threadgold FLSW

Medal Committee members 2020/2021

Menelaus Medal

Chair: Professor Hywel Thomas FLSW

Professor Perumal Nithiarasu FLSW

SWIEET representative – Phil Hourahine (non-Fellow)

Frances Hoggan Medal

Chair: Professor Lynne Boddy FLSW

Professor Lisa Collins FLSW

Professor Stuart Palmer FLSW

Professor James Scourse FLSW

Hugh Owen Medal

Chair: Professor Geraint Johnes FLSW

Professor Anne Edwards FLSW

Professor Reyer Zwiggelaar FLSW

Dillwyn Medal: STEMM

Chair: Dr Sally Davies FLSW (new chair)

Professor Neil Champness FLSW

Professor Alan Guwy FLSW

Professor Meena Upadhyaya FLSW

Dillwyn Medal: Social Sciences, Business and Education

Chair: Dr Ceridwen Roberts FLSW

Professor Gordon Cumming FLSW

Professor Kath Woodward FLSW

Dillwyn Medal: Creative Arts and Humanities

Chair: Professor Richard Carwardine FLSW

Professor Matt Jarvis FLSW

Dr Mererid Puw Davies FLSW