



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, 25 May 2022
Cyfarfod Cyffredinol Blynnyddol, 25 Mai 2022

AGM/2022/03
Agendum 04
CCB/2021/03
Agendwm 04

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 - please contact the Clerk on 029 2037 5054 or email her at Akirk@lsw.wales.ac.uk.

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.

1. 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, two Council members will complete their term of office at the 25 May AGM:

- Dr Sally Davies (eligible for re-election)
- Professor Iwan Morus (eligible for re-election)

On 17 February, Fellows were invited to apply for these vacancies. Those elected would serve for three years from the end of the 2022 AGM. Before the closing date of 11 March, the Clerk received two nominations, meaning that a ballot was not required.

The following Fellows were elected to Council for a period of three years from the end of the 25 May 2021 AGM:

- Dr Sally Davies (re-elected)
- Professor Iwan Morus (re-elected)

The Society congratulates Dr Sally Davies and Professor Iwan Morus on their re-appointment to Council for a second term.

Amanda Kirk

May 2022

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 for 2022-23 were:

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 Alma Harries 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 Iwan Morus FLSW

Professor Carol Tully FLSW

Business, Public Service and Public Engagement

Dr Lynn Williams FLSW

Co-opted Members

Professor Ambrena Manji FLSW

Council Members will remain the same in 2022 -23

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 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 (Until December 2021) / Olivia Harrison, Chief Executive (From February 2022)

Amanda Kirk, Clerk

Its members at the end of the 2022 AGM will be:

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

Professor 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
Olivia Harrison, Chief Executive (From February 2022)
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 were revised following the Governance Review and provide for its membership as follows:

- (i) Members *ex officio*:
The President (who shall be Chair)
- (ii) Four 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 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
Professor Loredana Polezzi FLSW
Professor Raluca Radulescu FLSW

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

Its members at the end of the 2022 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
Professor Loredana Polezzi FLSW

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 were revised following the Governance Review and provide for its membership as follows:

- (i) Members *ex officio*:
The Treasurer (who shall be Chair)
- (ii) Four 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 Emerita Terry Threadgold FLSW, Treasurer (Chair)

Professor Hywel R Thomas CBE FREng FRS PLSW MAE

Professor Lisa Collins FLSW

Dr Sally Davies FLSW (Vice Chair)

Professor Faron Moller FLSW

Professor Mark Rees FLSW

Professor John Tucker FLSW

Its members at the end of the 2022 AGM will be:

Professor Emerita Terry Threadgold FLSW, Treasurer (Chair)

Professor Lisa Collins FLSW

Dr Sally Davies FLSW (Vice Chair)

Professor Faron Moller FLSW

Professor Mark Rees FLSW

Professor John Tucker FLSW

2.4 Governance Oversight Committee

The Governance Oversight Committee has replaced the Governance Appointments Committee. Its Terms of Reference were revised following the Governance Review and provide for its membership 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 and will remain the same in 2022:

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

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 Mansel Aylward FLSW

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

In 2022, the Society will be establishing a new HR Governance Committee, and EDI working group and an Honours and awards working group. Fellows are encouraged to contact the Clerk for additional information if they are interested in working with the Society on any of the new groups.

Medal Committee members 2020/2021

Menelaus Medal

Chair: Professor Hywel Thomas FLSW

Professor Javier Bonet 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