



THE LEARNED SOCIETY OF WALES CYMDEITHAS DDYSGEDIG CYMRU

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

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