



# 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/2018/01  
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](mailto: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 70<sup>th</sup> 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 21<sup>st</sup> 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 24<sup>th</sup> 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