



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

MINUTES OF THE SEVENTH ANNUAL GENERAL MEETING OF THE SOCIETY HELD IN THE COUNCIL CHAMBER OF THE GLAMORGAN BUILDING, CARDIFF UNIVERSITY, CARDIFF ON WEDNESDAY, 23 MAY 2018

Present:

Sir Emyr Jones Parry *(President)*
Professor David Boucher *(Vice-President)*
Professor Ole Petersen *(Vice President)*
Professor John Wyn Owen *(Treasurer)*
Professor Alan Shore *(General Secretary)*

Professor Cara Aitchison	Professor Karen Holford	Professor Sir John O'reilly
Professor Sir Mansel Aylward	Professor Ieuan Hughes	Professor Carole Pateman
Professor John Baylis	Professor Ned Thomas	Professor Gwynedd Parry
Professor Lynne Boddy	Professor Wynn Thomas	Professor Chris Pelling
Professor Kirsti Bohata	Professor Terry Threadgold	Professor Ronald Pethig
Professor Tony Brown	Professor Deri Tomos	Professor Robert Pickard
Professor Alan Bull	Professor Carole Tucker	Professor Eleri Pryse
Professor Janet Burton	Professor John Tucker	Professor Richard Rathbone
Professor Robin Chapman	Professor Bleddyn Huws	Professor Gareth Rees
Professor Mike Charlton	Professor Christine James	Professor Mark Rees
Professor Claire Connolly	Professor Trevor Jones	Professor Keith Robbins
Professor Ceri Davies	Professor Diane Kelly	Professor Philip Routledge
Professor Douglas Davies	Professor Ruth King	Professor Len Scott
Professor Russell Davies	Professor Jenny Kitzinger	Professor Keith Smith
Professor Siwan Davies	Professor A Cynfael Lake	Professor Dame Ann Marilyn Strathern
Professor Sara Delamont	Professor John Lazarus	Professor David Thomas
Professor Hanna Diamond	Professor Ceridwen Lloyd-Morgan	Professor Meena Upadhyaya
Professor Shareen Doak	Professor William Marx	Professor Lynda Warren
Professor Anne Edwards	Professor Danny McCarroll	Professor Thomas Glyn Watkin
Professor Diane Edwards	Professor Faron Moller	Professor Helen Wilcox
Professor Menna Elfyn	Professor John Robert Morgan	Professor Gruffydd Williams
Professor Chris Evans	Professor Byron Morgan	Professor Howard Williams
Professor David Evans	Professor William John Morgan	Professor John Williams
Professor Claire Gorrara	Professor Densil Morgan	Professor Robin Williams
Professor Katie Gramich	Professor Helen Nicholson	Professor Thomas Wirth
Professor David Herbert	Professor Paul O'Leary	

In attendance:

Dr Sarah Morse *(Acting Chief Executive)*
Mrs Amanda Kirk *(Clerk to Council)*
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, in particular, newly-elected Fellows to the Society's Eight Annual General Meeting and thanked them for attending;
- 1.2 advised Fellows that they were welcome 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 17 May 2017

Members **RECEIVED**, **NOTED** and **RESOLVED TO APPROVE** the Minutes of the Seventh Annual General Meeting of the Society, held on 17 May 2017, which were signed by the President at the end of the meeting.

4. Governance Matter

Members **RECEIVED** and **NOTED** paper AGM/2018/01, Governance Matters.

The President noted that the governing instruments in the form of the Royal Charter and bye-laws and the Society's Regulations could be found on the Society's website: (www.learnedsociety.wales/about-us/governance) or requested in paper format from the Society's Clerk.

The President congratulated Professor Keith Smith on his appointment as the new Treasurer from end of the 23 May 2018 AGM until the end of the 2021 AGM and thanked Professor Smith for agreeing to serve.

The President congratulated Professor Michael Charlton on his election as the Vice-President for STEMM from the end of the 23 May 2018 Annual General Meeting until the end of the 2021 AGM and thanked him for agreeing to serve.

The President congratulated Professor John Jones, Professor Ieuan Hughes, Professor Hywel Thomas and Dr Lynn Williams on their election 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. The President welcomed them and thanked them for agreeing to serve.

The President noted that Professor Roger Owen would end his second term of office at the end of the 23 May 2018 Annual General meeting and thanked him for his valuable contributions as Council members over the last two terms.

5. Annual Report and Accounts 2016/17

Professor John Wyn Owen noted that it had been a privilege to serve on the Council and to hold the position of Treasurer for the past two terms.

Members **RECEIVED** and **NOTED** paper AGM/2018/02 and the Annual Report and Accounts for 2016/17 (being the Society's seventh accounting period). These were introduced by the Society's Treasurer. Notice had been provided to Fellows that the Annual Report and Accounts for 2016/17 were available to download from the Society's website.

It was **NOTED FURTHER** that:

- 5.1 the Accounts were the last set of company accounts since the company had been made dormant following the incorporation of the Society as a Royal Charter charity and all funds had been moved from the Company to the Charity;
- 5.2 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 24 January 2018 in the presence of the auditors and subsequently submitted to Companies House;
- 5.3 the Accounts had been filed with the Charities Commission and the figures in the report to the Commission would be the focus of discussion at the meeting.

In commenting on the Accounts, the Treasurer noted that:

- (i) Council had conducted business prudently and within all legal requirements;
- (ii) all assets of the Company had been transferred to the charity and the report for the Charities Commission presented details of what the Society had done with funding throughout the year;
- (iii) both the Finance Committee and the Council continued to take risk management very seriously and maintained a detailed risk register that was closely monitored and regularly reviewed;
- (iv) the Society was a young organisation and it would take time to become fully established, During this period of growth staffing levels affected what the Society could achieve;
- (v) as the original strategic plan was coming to an end it was noted that the Society had reached the objective to become a sustainable organisation;
- (vi) the importance of the unrestricted financial support from all Universities, the pro-bono services and space offered by the University of Wales Trinity Saint David and the use of committee rooms by Cardiff University, for which the Society was extremely grateful;
- (vii) the importance of income received from Fellows subscription fees and donations;
- (viii) diversification of funding streams was a future priority for the Society;

- (ix) PriceWaterhouseCooper had declared the accounts were in line with the required reporting standards and there were no issues that needed to be highlighted.

The Treasurer commended the report and accounts for adoption.

The President thanked the Treasurer and members of the Finance Committee for their careful stewardship of the Society's resources.

The President invited comments from Fellows on the Treasurer's report. None were received.

Members **RESOLVED FORMALLY TO RECEIVE** the Annual Report and Accounts for 2016/17.

Appointment of Auditors

Members **NOTED** that University of Wales Trinity Saint David had yet to appoint an Auditor and the Appointment of Auditors and the Fixing of their Remuneration would be determined when an Auditor was announced.

It was **NOTED FURTHER** that:

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"

Members **RESOLVED** to accept that in these circumstances the Council should appoint an auditor in due course.

6. Developing a new Strategic Plan 2018/19 – 2023/24

Members **RECEIVED** and **NOTED** paper AGM/2018/03, developing a new Strategic Plan.

The President noted that the new Strategic Plan did not contain any surprises and Council would be considering it along with an implementation plan at the 20th June 2018 meeting.

The President invited comments from Fellows.

Professor John Tucker commented on the numerical targets relating to events and costs and asked about the estate, capacity, gifts in kind and if targets had been set with the Minister of Education.

The President noted that an operational and tactical plan would be developed to coincide with the strategic plan and would quantify specific targets where possible. The Society continued to organise events and to offer responses and advice to Government consultations. A meeting had taken place with the Minister for Education, during the meeting it was agreed that dividends from Diamond would be made available to the Society. The wider problem was that there were three Ministers

responsible for areas where the Society has an interest and this complicated collective Cabinet agreement.

Professor Wynn Thomas asked about the capacity to deliver the Strategic plan in light of the position Welsh Universities were in. Could the Society continue to depend on the funding they provided?

The President noted that all eight universities in Wales support the Society, particularly University of Wales Trinity Saint David who provide a number of pro-bono services. However, the Society had already noted the need to diversify funding streams and this would be a priority in the new strategic plan.

The President reminded the Fellows that the capacity and assets were not just financial. The biggest asset to the Society was the Fellows and there was a huge capacity within the Fellowship that we need to harness.

7. Activities and developments since the last Annual General Meeting

Members **RECEIVED** and **NOTED** paper AGM/2018/04, a report on activities and developments since the last Annual General Meeting held on 17 May 2017.

In accordance with the provisions of the Regulations, the President invited the General Secretary, to introduce the Report.

Professor Shore reiterated the context and purpose of the Society and drew attention to all sections of the Report:

- **Change.** The Society had seen a great deal of change throughout the year with the departure of Professor Peter Halligan, the former Chief Executive. The General Secretary extended his deep thanks to all the staff for ensuring the smooth running of the Society throughout the subsequent period. He thanked Sarah Morse for assuming the CE role as well as maintaining her normal work. He noted that Amanda Kirk had increased her time commitment to the society. Phil Jones had initiated the Bulletin as well as his normal duties. Due to external changes beyond our control, Janice Gillian had taken on additional duties which she discharged with great efficiency. The General Secretary stressed how important to the Society was the dedicated work of its staff.
- **Publications.** The Society had produced a number of publications throughout the year. In particular, Wales in the World had been very well received.
- **Consultations.** The Society continued to make valuable contributions to consultations. Many of which had been quoted in National Assembly Committee and Westminster reports.
- **REF.** The General Secretary congratulated those Fellows who had been selected as REF 2021 Panel Chairs and Panel members.

- **Wales Studies.** The General Secretary noted how important it was that the Society was championing the field of Wales Studies.
- **Western Mail Articles.** The General Secretary reminded Fellows that the Society had a series of articles in the Western Mail and encouraged Fellows to come forward with ideas for future articles.
- **University Representatives of the Learned Society.** It was noted that getting fellows engaged in the work of the Society was important and as such a network of University Representatives of the Learned Society would be strengthened to encourage greater involvement of Fellows at a local level.
- **Programme of Meetings.** The Society were working to establish a more structured programme of events that would provide more notice of the Events that the society was arranging.

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.

Professor Sir Mansel Aylward noted that the Society's response to the Parliamentary Review on Health and Social Care was excellent and well received.

8. **Wales Studies**

The president called upon Professor David Boucher to introduce the paper on Wales Studies.

Members RECEIVED and NOTED paper AGM/2017/05, a report on the progress of Wales Studies. Professor Boucher noted that many organisations in Wales had long recognised the need for a concerted campaign to promote research, scholarship across all disciplines, and the performing and visual arts. It was Professor M. Wyn Thomas and Dr. Sarah Morse who had begun the process of bringing these groups together in order to speak with one voice.

Professor Boucher had made Wales Studies one of his three Wales related priorities as the vice president for arts, humanities and social sciences. The first was to establish three annual lectures in conjunction with major Welsh institutions, The National Library; The National Museum; and, Wales University Press. These had been established and would begin in 2018.

The second, was the co-ordination and organisation of a major international conference, initiated by The Right Honourable Lord Rowan Williams and Professor John Wyn Owen to consider the place and role of Wales in the Ethics of Sustainably Prosperity for all. The conference would take place in September of 2018, involving many of the Fellowship.

With regard to the third priority, Professor Boucher had made extensive efforts to be inclusive across the broad range of interested bodies in Wales, and the response was overwhelmingly positive. The Wales Studies group met once on 16th March 2018, and would meet again in June. The

overarching aim was to promote Wales Studies, and to encourage investment in developing greater capacity for a vibrant and innovative new Welsh curriculum as a foundation.

The President thanks Professor Boucher.

9. Diversity Review

The president called upon Professor Terry Threadgold to introduce the paper on the LSW Diversity Review

Members **RECEIVED** and **NOTED** paper AGM/2017/06, a report on the progress with ongoing Diversity review

Professor Threadgold reminded the Fellows present that the paper was not a diversity review but was an update on the progress that had been made towards delivering the diversity review. The suggestions set out in the paper were subject to approval and may change before the final review was published.

Professor Threadgold thanked Karen Cooke of Cardiff University for her help and support, particularly with regards to creating the skills audit. Fellows were encouraged to take the time to participate in the audit and support the work being carried out by the Society.

Professor Wynn Thomas asked if Professor Threadgold thought it would be useful to provide an induction for new Council members. Professor Threadgold agreed that this was a good idea and would be considered as part of the final outcome of the review. Fellows were reminded that there was currently a resource issue and that such initiatives would require involvement from the wider Fellowship.

Professor Siwan Davies thanked Professor Threadgold for all the work she was doing and asked about the idea of feedback for unsuccessful candidates. Professor Threadgold noted that the idea of providing feedback was one that the working group had agreed and were in the process of determining the form in which feedback would be delivered.

Professor Ronald Pethig suggested that the Skills Audit should have an additional section to allow Fellows to include details of the areas in which they could offer a valuable contribution to the Society.

Professor Helen Wilcox thanked Professor Threadgold for all the work she was doing and noted that in completing the Skills Audit she had been forced to consider areas of her own career that she would not always have considered relevant.

The President thanked Professor Threadgold for all her hard work and reminded all Fellows that Nominations to key roles within the Society were open to all Fellows.

10. Fellowship Matters

The president called upon Professor David Boucher to introduce the paper on Fellowship Matters.

Members **RECEIVED** and **NOTED** paper AGM/2017/07,

Professor Boucher noted that the Fellowship continued to grow from strength to strength, and now totals 498 Fellows of the Learned Society of Wales, forty of whom were elected this year.

In addition there were 5 honorary fellows. Two were elected this year. Professor Dame Marilyn Strathern, an anthropologist, and Professor Sir Vaughan F R Jones, a mathematician.

Professor Boucher noted that it was encouraging that 2018 continued the trend of an increase in the proportion of female Fellows in the Society and that 35% of the new Fellows elected were women. Women now comprise 20% of the Fellowship. He noted that our efforts must be sustained in order to attain greater equality.

Professor Boucher noted that Phillip Jones, the Fellowship and Engagement officer, had done a splendid job throughout the year in managing the election process, and in keeping Fellows abreast of all the work and events in which the Society is involved.

It was noted with sadness and regret that the Society had to mark the passing of the following Fellows since the last AGM.

Professors Harold Carter; Bobi Jones; Vernon Morgan; Neil Reeve, and Lord Stewart of Sutherland and Houndwood.

Fellows were invited to stand for a moment's silence as a mark of respect.

The President thanks Professor Boucher.

11. Election of new Fellows, 2018/19 and the Formal Welcome and Introduction of Fellows

The president called upon Professor Alan Shore to introduce the paper on Fellowship Matters.

Members **RECEIVED** and **NOTED** paper AGM/2017/08 which outlined the process with regards to the formal welcome and introduction of Fellows.

Professor Shore called all the new Fellows in turn and each of the Fellows was presented to the President for formal induction to the Society. The President 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, 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 6.15 p.m.

AGM 23 May 2018 apologies formally received by:

Professor Gareth Ffowcs Roberts, The Honourable Sir Clive Lewis, Professor Andrew Weightman, Professor Alwyn Owens, Professor Meic Stephens, Dr Lynn Williams, Lord Lloyd Jones, Professor Ralph Griffiths, Professor Michael Bowker, Professor Raluca Radulescu, Professor Mari Catrin, Professor Julia Thomas, Professor Dame Jean Thomas, Professor Geraint Williams, Professor John Heywood Thomas, Professor Thomas Watkins, Sir Paul Silk, Professor Robin Okey, Professor Judith Phillips, Professor Nancy Edwards, Professor John Jones, Professor Perumal Nithiarasu, Professor Jasmine Donahaye, Professor Helen Fulton