



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, 20 May 2020
Cyfarfod Cyffredinol Blynyddol, 20 Mai 2020

AGM/2020/01
Agendum 2
CCB/2020/01
Agendwm 2

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, have formed the Society's governing instruments since August 2016. 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.

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.

Governance

During the year a significant amount of time is required for governance related matters. 2019/20 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 22 May 2018. Due to the COVID-19 pandemic the Special Meeting of Council and one ordinary meeting were conducted via video conference. During this Society year, the Council and its Committees:

- Developed a fundraising strategy for the Society
- Agreed to develop a staff handbook to incorporate good working practice policies for the Society, which will be finalised for approval by Council during the next Society year
- Implemented recommendations of the Society's review of Equality, Diversity and Inclusion – this included reviewing and revising the Fellowship nominations process
- Developed a communications plan for the Society
- Implemented a hardship policy
- Reviewed and revised the reserves policy
- Reviewed and revised the schedule of delegation
- Reviewed and revised the Committees' terms of reference

Election of Officers and Members of the Council 2020

1. Election of Officers

1.1 Election of the President and Chair of Council

Bye-law 9.1 (i) provides that:

The President and Chair of Council shall be elected by the members of the Society from amongst their number.

Regulation 7.3 (i) adds:

- *the General Secretary shall invite and shall assess suggestions by Fellows for the election of a President to succeed a President whose term of office has expired; the Council will consider the recommendations and put forward the most suitable candidate(s) for election*
- *the election shall be by a ballot of all Fellows; ballot forms shall be sent in paper or electronic format to Fellows not less than four weeks before the relevant Annual General Meeting at which the election result is to be announced.*

The term of office of the Society's current President and Chair of Council, Sir Emyr Jones Parry, will end at the close of the Annual General Meeting on 20 May 2020. In June 2019, the Council appointed the General Secretary to take the lead in securing the selection and election of the next President. The initial term will be three Society Years (the period between one AGM and the next).

The General Secretary established a Presidential Search Committee to support him in this role. The members of this committee were:

- Professor Alan Shore (General Secretary)
- Professor David Boucher (Vice-President for Arts, Humanities and Social Sciences)
- Professor Michael Charlton (Vice-President for Science, Technology and Medicine)
- Professor Helen Fulton (Council member)

All Fellows were contacted on 1 July 2019, advising them that the current President would stand down on 20 May after completing two terms. Fellows were invited to submit suggestions of potential candidates for his successor, with a deadline of 31 July.

The Presidential Search Committee then met several times in August and September to consider the names proposed by Fellows.

The Committee agreed an initial shortlist of those who merited further, detailed consideration. The shortlist was then further discussed and reduced before discussions were held with the remaining candidates. Thereafter, the list was reduced to two potential candidates, who were provided with further information on the practical commitments involved in the role of President.

These two candidates were interviewed by the Committee in January 2020. Candidates had the opportunity to discuss their vision for the Society and how they would see themselves leading it, should they be elected.

Following extensive discussion and evaluation of a strong field of candidates, the Presidential Search Committee resolved unanimously to recommend to Council that it:

- approve the name of **Professor Hywel Thomas CBE FEng FRS LSW** as its preferred candidate for election to be the next President and Chair of Council of the Learned Society of Wales;

- invite Professor Thomas to accept its nomination for submission to the Fellowship as a whole, for election to the office of President and Chair of the Council of the Society, for a period of three Society Year, beginning at the close of the Annual General Meeting to be held on 20 May 2020.

During its meeting on 5 February 2020, Council unanimously approved those recommendations. Professor Thomas subsequently accepted the nomination, and this was formally submitted to the Fellowship on 14 February.

The deadline for the return of completed ballot papers was 9 March 2020. In accordance with the Regulations, two Scrutineers – Professor Roger Awan-Scully and Professor Justin Lewis – were appointed to oversee the opening of ballots. On 10 March, the Scrutineers counted the ballots in the presence of the Clerk (over Zoom). Professor Thomas was elected by an overwhelming majority of those who had submitted ballots, and the election result was announced to the Fellowship and to the public on 11 March.

The Society wishes to thank Sir Emyr Jones Parry for his dedication and immense contributions to the Society’s work during his time as President.

1.2 General Secretary

The Society’s Regulations provide for the General Secretary to be elected by Fellows from amongst their number.

On 23 February 2020, Fellows were advised that the current General Secretary, Professor Alan Shore, would complete his first term of office at the end of the 20 May 2020 AGM. Fellows were further advised that Professor Shore was eligible to stand for re-election, but that other nominations for General Secretary were welcome.

No additional nominations were received before the closing date of 23 March. Council therefore unanimously approved Professor Shore’s election as General Secretary for a second term, for a period of three Society Years from 20 May 2020.

1.3 Vice-President (Arts, Humanities and Social Sciences)

The Society’s Bye-laws provide for Vice-Presidents to be elected by the Council from amongst its numbers.

The current Vice-President for Arts, Humanities and Social Sciences, Professor David Boucher, completes his first term in office at the end of the 20 May 2020 AGM. Council was advised that Professor Boucher was eligible to stand for re-election for a second term.

Both Professor Boucher and Professor Helen Fulton were nominated for the position by their fellow Council members. Professor Boucher subsequently decided to stand down once his term was complete and not to participate in a ballot. At their meeting on 5 February 2020, Council unanimously agreed to elect Professor Fulton to serve as Vice-President for an initial term of three years, starting at the end of the 20 May 2020 AGM.

The Society wishes to thank Professor David Boucher for his great commitment and highly valuable contributions to the Society during his time as Vice-President.

2. Election of Members of Council

The Society’s Regulations (8.1) provide for Council members’ terms of office to be 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.*

To help increase the number and diversity of candidates for Council membership, Council agreed in 2019 to allow Fellows to apply directly for vacant positions. This replaced the previous system in which candidates were required to seek formal nomination by other Fellows.

This year, six Council members will complete their term of office at the 20 May AGM:

- Sir Emyr Jones Parry
- Professor Sioned Davies
- Professor David Evans
- Professor Densil Morgan
- Professor William John Morgan (eligible for re-election)
- Professor Tim Phillips (eligible for re-election)

On 23 February, Fellows were invited to apply for these vacancies. Those elected would serve for three Society Years from the end of the 2020 AGM. Before the closing date of 23 March, the Clerk had received eleven nominations, meaning that a ballot was needed.

The electronic ballot opened on 1 April (with a hard copy being sent to Fellows who correspond only by post) and closed on 21 April. As per the Society's Regulations, two Scrutineers (Professor Justin Lewis and Professor Matthew Jarvis) were appointed to count the ballot papers. They did so via Zoom, in the presence of the Clerk, on 23 April. The Society is grateful to both Scrutineers for undertaking this role.

The following Fellows received the highest numbers of votes, and were therefore elected to Council for a period of three years from the end of the 20 May 2020 AGM:

- Professor Roger Awan-Scully
- Professor Claire Gorrara
- Professor Alma Harries
- Professor Qiang Shen
- Professor John V Tucker
- Professor Meena Upadhyaya

The Society wishes to thank Professor Sioned Davies, Professor David Evans, Professor Densil Morgan, Professor William John Morgan and Professor Tim Phillips for their valuable contributions to the Society's work during their time as Council members. Professor Evans had served on the Council for two terms of three years and was therefore not eligible for re-election. Professor Sioned Davies, Professor Densil Morgan and Professor Tim Phillips decided not to stand for re-election for a second term.

2.3 Co-option of Council Members

The Society's Regulations also provide for 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 2020

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. 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 Society's Bye-laws (3.2) provide 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 Membership during the Society year 2019-20 was as follows:

Officers

Sir Emyr Jones Parry GCMG FInstP FLSW, President and Chair of Council

(Business, Public Service and Public Engagement)

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

Dr Sally Davies FLSW

Professor David Evans FLSW

Professor Ieuan Hughes FMedSci FRCP FRCP(C) FRCPCH FLSW

Professor John Jones FLSW

Professor Tim Phillips DSc FLSW

Professor Hywel Thomas CBE FEng MAE FLSW FRS

Arts, Humanities and Social Sciences

Professor Sioned Davies FLSW

Professor Helen Fulton FSA FLSW

Professor Densil Morgan DD FLSW

Professor John Morgan DSc (hc) FRAI FRSA FLSW FRHistS

Professor Iwan Morus FLSW

Professor Terry Threadgold FLSW

Business, Public Service and Public Engagement

Dr Lynn Williams FLSW

Council members for 2020-21 will be as follows:

Officers

Professor Hywel Thomas CBE FREng MAE FLSW FRS, 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 Helen Fulton FSA 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

Dr Sally Davies FLSW

Professor Alma Harries

Professor Ieuan Hughes FMedSci FRCP FRCP(C) FRCPCH FLSW

Professor John Jones FLSW

Professor Qiang Shen

Professor John V Tucker

Professor Meena Upadhyaya

Arts, Humanities and Social Sciences

Professor Roger Awan-Scully

Professor David Boucher FRHistS AcSS FLSW

Professor Claire Gorrara

Professor Iwan Morus FLSW

Professor Terry Threadgold, 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 The Executive

Council has delegated to an Executive, 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 provide for its membership as follows:

Its current members are:

Sir Emyr Jones Parry GCMG FInstP FLSW (member ex officio), President and Chair

Professor Keith Smith FRSC FLSW (member ex officio), Treasurer

Professor Michael Charlton FInstP FLSW (member ex officio), Vice-President

Professor David Boucher FRHistS AcSS FLSW (member ex officio), Vice-President

Professor Alan Shore FInstP FLSW (member ex officio), General Secretary

Martin Pollard, Chief Executive

Amanda Kirk, Clerk

Its members at the end of the 2020 AGM will be:

Professor Hywel Thomas CBE FREng MAE FLSW FRS (member ex officio), President and Chair

Professor Keith Smith FRSC FLSW (member ex officio), Treasurer

Professor Michael Charlton FInstP FLSW (member ex officio), Vice-President

Professor Helen Fulton, FSA FLSW (member ex officio), Vice-President

Professor Alan Shore FInstP FLSW (member ex officio), 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:

Sir Emyr Jones Parry GCMG FInstP PLSW, 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.

Its members at the end of the 2020 AGM will be:

Professor Hywel Thomas CBE FEng MAE FLSW FRS, 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

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)

Sir Emyr Jones Parry GCMG FInstP PLSW

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.

Its members at the end of the 2020 AGM will be:

Professor Keith Smith FRSC FLSW, Treasurer (Chair)

Professor Hywel Thomas CBE FEng MAE FLSW FRS

Professor Alan Shore FInstP FLSW, General Secretary

Professor Terry Threadgold FLSW

The Society issued a request for new nominations in February 2020. Unfortunately no nominations were received. New Committee members will be announced at the AGM

2.4 Governance Appointments Committee

In October 2019, Council agreed that the Appointments, Governance and Nominations Committee would be renamed the Governance Appointments Committee and would be responsible for advising Council on the processes required for the election of Officers, members of Council and Committee members. Its 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:

Sir Emyr Jones Parry GCMG FInstP PLSW, 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 Helen Fulton FLSW

Professor David Evans FLSW

Co-opted member:

Professor Urfan Khaliq FLSW

Its members at the end of the 2020 AGM will be:

Professor Hywel Thomas CBE FEng MAE FLSW FRS, 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

2 x Council members FLSW

Two new representative of the Council will be announced at the AGM.

2.5.1 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
- (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 – whose terms began in 2019 – are:

Professor Michael Charlton FInstP FLSW, Vice-President

Professor David Boucher FRHistS AcSS FLSW, Vice-President

Professor Robert Beynon FLSW

Dr Sally Davies FLSW

Professor Shareen Doaks FLSW

Professor Ieuan Hughes FLSW

Co-opted member:

Professor Terry Threadgold FLSW

Its members at the end of the 2020 AGM will be:

Professor Michael Charlton FInstP FLSW, Vice-President

Professor Helen Fulton FLSW, Vice-President

Professor Robert Beynon FLSW

Dr Sally Davies FLSW

Professor Shareen Doaks FLSW

Professor Ieuan Hughes FLSW

Co-opted member:

Professor Terry Threadgold FLSW

Medal Committee members 2019/2020

Menelaus Medal

Chair: Hywel Thomas

Karen Holford

Javier Bonet

SWIET rep – Phil Hourahine (NON FELLOW)

Frances Hoggan Medal

Chair: Dame Jean Thomas

Lynne Boddy

James Scourse

Julian Hopkin

Karen Holford

Hugh Owen Medal

Chair: Gareth Rees;

Geraint Johnes

Rob Humphreys

Dillwyn Medal: STEM

Chair: Sally Davies (new chair)

Meena Upadhyaya

Alan Guwy

Dillwyn Medal: Social Science, Business and Education

Chair: Susan Mendus

Ceridwen Roberts

Gillian Douglas

Dillwyn Medal: Creative Arts and Humanities

Chair: Jane Aaron

Jerry Hunter

Richard Carwardine