****

**Schedules of Delegation (Authority) and Terms of Reference**

**(approved by the Council, June 2020)**

**A. Powers Delegated to the President**

A.1 The power to approve policy statements and position statements and other public pronouncements on behalf of the Society and, as appropriate, to publish these.

A.2 Subject to the provisions of the Royal Charter and bye-laws, to enter into discussions and negotiations with other persons, institutions, bodies or associations to further the objects of the Society.

**B. Powers Delegated to the General Purposes Committee**

Subject (a) to the inclusion in the Minutes of the relevant meeting(s) of the General Purposes Committee of a record of all action taken by the Committee under the following delegated powers, (b) to the provisions of the Royal Charter and bye-laws, (c) to consideration of the financial implications of decisions, and (d) to the existence within the Society’s approved Estimates of Income and Expenditure of an adequate budget to meet any anticipated costs:

B.1 The power to approve proposals relating to the Society’s Programme of Events.

B.2 The power to approve proposals relating to the Society’s publications.

B.3 The power to approve the conclusion of agreements with other persons, institutions, bodies or associations, and the terms of any such agreements.

B.4 The power to institute and award Prizes up to an annual value of £500 for each Prize.

B.5 The power to delegate further, on such terms and under such conditions as the Committee may determine, to the Honorary Officers (the President, the Vice-Presidents, the Treasurer and the General Secretary), any of those powers delegated to the Committee further to (B.1), (B.2), (B3) and (B.4), above.

**C. Powers Delegated to the Finance Committee**

Subject to the inclusion in the Minutes of the relevant meeting(s) of the Finance Committee of a record of all action taken by the Committee under the following delegated powers:

C.1 Subject to adherence to overall expenditure limits as approved by Council, the power to approve the virement of expenditure between budget heads within the approved Estimates of Income and Expenditure.

C.2 The power to determine, demand, charge and receive fees (with the exception of Fellows’ and other Members’ Subscriptions and Admission Fees) in respect of any of the Society’s activities.

C.3 The power to receive donations, bequests and other gifts on behalf of the Society and determine how they are spent/invested.

C.4 Subject to consideration of the financial implications of decisions and to the existence within the Society’s approved Estimates of Income and Expenditure of an adequate budget to meet any anticipated costs, the power to approve policies relating to the appointment, appraisal, grading, pay and conditions of staff

C.5 The power to approve arrangements in connection with the Society’s bank account(s), insurances and investments.

C.6 The power to approve additional expenditure on new items not covered in the existing budget, or to reallocate spending between budget headings. In any financial year, the net effect of such decisions must not exceed £10,000 in additional expenditure across the whole budget.

C.7 The power to approve policies relating to the discipline, suspension and dismissal of the staff of the Society.

C.8 The power to delegate further, on such terms and under such conditions as the Committee may determine, to the Honorary Officers (the President, the Vice-Presidents, the Treasurer and the General Secretary), any of those powers delegated to the Committee further to (C.1), (C.2), (C.3) and (C.4), above.

**D. Powers delegated to the Fellowship Committee:**

Subject to the inclusion in the Minutes of the relevant meeting(s) of the Fellowship Committee of a record of all action taken by the Committee under the following delegated powers:

D.1 The power to approve and implement a timetable for Fellowship nominations and elections each year, subject to compliance with the relevant Society regulations and the Council meetings timetable

D.2 The power to amend the nomination forms and guidance issued to proposers/nominees, subject to Council’s approval of any changes to the election criteria/benchmarks

D.3 The power to set the agenda and content for Scrutiny Committee meetings, in order to ensure consistency of processes

D.4 The power to agree the process by which unsuccessful nominees may be given feedback

**E. Powers Delegated to the Honorary Officers** (the President, Vice-Presidents, Treasurer and General Secretary), acting jointly and, as necessary, by majority decision

Subject to the submission to the next meeting of the Council (and, as may be appropriate, to the next meeting(s) of the General Purposes Committee and / or the Finance Committee) of a report on all action taken by the Officers under the following delegated powers:

E.1 The power to approve additional expenditure, up to a limit of £5,000, on any item for which an adequate budget does not already exist within the approved Estimates of Income and Expenditure.

E.2 The power to approve amendments to approved procedures for the nomination and election of Fellows and Honorary Fellows.

E.3 The power to approve proposals, bids and applications for grants and other funding and their submission to other organisations.

E.4 The power to delegate to an Executive (with its members being the Officers, the Chief Executive and Clerk) 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.

E.5 The power to delegate further, on such terms and under such conditions as the Honorary Officers may determine, to the Chief Executive and Secretary such powers as may have been delegated to the Officers by the Finance Committee in respect of (a) demanding, charging and receiving fees in respect of the Society’s activities; and (b) receiving donations, bequests and other gifts on behalf of the Society.

**F. Powers Delegated to the Chief Executive and Secretary (Clerk)**

F.1 The power to approve expenditure within budgets approved as part of the Society’s Estimates of Income and Expenditure.

F.2 Subject to the submission to the Treasurer and to the next meeting of the Finance Committee of a report on all such expenditure, the power to approve additional expenditure, up to a limit of £500, on any item (including the engagement of casual staff) for which an adequate budget does not already exist within the approved Estimates of Income and Expenditure.

**Annex B**

**Extracts from the Royal Charter and bye-laws relating to Schedules of Delegation**

**5. Powers and Duties of the Council**

5.1 Subject to the other provisions of these Bye-laws, the Council has responsibility for the entire control and management of the Society.

5.2 The functions and duties of the Council shall (without limitation) include:

(i) the determination of the educational activities of the Society;

(ii) approving the annual estimates of income and expenditure and the annual accounts of

the Society;

(iii) the supervision of the Society’s activities;

(iv) the effective and efficient use of resources, the solvency of the Society and safeguarding its assets;

(v) approving plans and formulating policy of the Society;

(vi) the creation and dissolution of such appointments of the Society as it may consider appropriate in connection with the exercise of its functions, and the determination of the grading, pay and conditions of such staff.

5.3 No decision made by the Council in respect of any of the matters provided for under Bye-laws 5.2(i) and (ii) shall take effect unless it shall have been approved by a resolution passed by not less than two thirds of the Council members present and voting. All other decisions made by the Council may be approved by a resolution passed by a simple majority of the Council members present and voting.

5.4 Subject to the other provisions of these Bye-laws, the Council may 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.

5.5 Subject to Bye-laws 5.6 and 5.7 and to any other restrictions on delegation imposed by these Byelaws or by law, the Council may delegate to any Committee of the Council, to the President and Chair or Vice-President of the Council, to the Clerk or to another Officer or member of staff, and on such terms and conditions as it shall from time to time think fit, the exercise of all or any of the powers and duties conferred upon it by these Bye-laws.

5.6 The Council shall not delegate any matter relating to:

(i) changes to the Charter of the Society, including its objects and name;

(ii) the distribution of any surplus following dissolution of the Society;

(iii) the determination of the educational character and mission of the Society;

(iv) the removal of a Fellow or Council member;

(v) the approval of the annual estimates of income and expenditure of the Society and

the approval of the annual accounts for submission to the Society in General Meeting and all matters referred to in Byelaw 18.2;

(vi) ensuring the solvency of the Society and the safeguarding of its assets;

(vii) the approval, revoking, amendment or variation of Regulations or any of them;

(viii) any act or thing which under or by law cannot be delegated.

5.7 The Council shall not delegate to any person who is not a Council member or to any body or

Committee that does not consist of a majority of Council members the authorisation of

expenditure of any moneys or the disposal of any assets of the Society except in accordance with such procedures and within such limits as the Council deems reasonably necessary for the proper performance by such person or body of the functions assigned to that person or body and notified to them accordingly.

**6. Council Regulations**

6.1 Regulations may be made by the Council and the power to make Regulations shall include the power to amend, alter, repeal or add to any Regulation.

6.2 All Regulations shall be subject to the provisions of this Our Charter and the Bye-law. In the event of any conflict between: (a) the Regulations, and (b) the provisions of this Our Charter and the Byelaws, the latter shall prevail.

6.3 No Regulation made by the Council in respect of any of the matters provided for under Bye-laws 5.2(i) and 5.2(ii) shall take effect unless it shall have been approved by a resolution passed by not less than two thirds of the Council members present and voting. All other Regulations may be approved by a resolution passed by a simple majority of the Council members present and voting.

**Annex C**

**Extracts from the Society’s Regulations (as last approved by Council 20 March 2020) relating to Schedules of Delegation**

**Proceedings of the Council**

15.1 Ordinary meetings of the Council

1. ordinary meetings of the Council shall ordinarily be held at least three times a year, at such times and places as the Council may determine
2. preliminary notice of each ordinary meeting shall be sent by the Clerk to all members of the Council at least four weeks before the date of such meeting; a further notice setting out the business to be transacted at the meeting shall be despatched by the Clerk to all members of the Council not later than the sixth working day before the meeting

15.2 Special meetings of the Council

1. a special meeting of the Council may be convened by the President on receipt of a request by at least six members of the Council stating the purpose for which the meeting is proposed
2. a special meeting held at the request of members of the Council shall be convened so as to be held within four weeks of the receipt of notice by the Clerk; preliminary notice of a special meeting shall be sent to all members of the Council not less than two weeks before the meeting
3. at any special meeting the business shall be restricted to that of which notice has been given and such business as is declared by the President to arise directly out of that business

15.3 The quorum for a meeting of Council shall be the lesser of eight Council members or one third (or the next higher whole number) of the Council members. In the absence of a quorum no business shall be transacted other than the adjournment of the meeting.

15.4 The manner of summoning an adjourned meeting, and the period of notice to be given, shall be at the discretion of the President.

15.5 Any Member wishing to bring forward business at a meeting of the Council shall give written notice to the Clerk not less than five working days before the date of the meeting. Papers other than those circulated to members of the Council by the Clerk shall not be considered by the Council, save with the permission of the President.

15.6 The business of ordinary meetings shall include:

* + 1. when necessary, appointment of a Chair, in accordance with the Royal Charter and Bye-laws
    2. confirmation of the minutes of the preceding meeting
    3. matters arising out of the minutes
    4. matters for consideration and/or decision
    5. matters of report
    6. when necessary, any other business; if members of the Council wish to raise any other business, they shall give prior notice before the start of the meeting; whether this matter shall be discussed in the meeting shall be at the discretion of the Chair of the meeting
    7. the Council, or the Chair of the meeting at his or her discretion, may resolve to vary the order in which business is taken
    8. matters of report shall not ordinarily be discussed by Council but any member of the Council may request discussion of an item which has been included under “matters of report”; any such request shall be provided to the Clerk, to arrive by noon on the last working day previous to the meeting
    9. the Council shall have the power to make such Regulations as it deems necessary for the further governance and administration of its meetings as appropriate

15.7 A Council Member shall declare any pecuniary, personal or family interest in any matter under discussion and shall take no part in the consideration of any such matter in which he or she shall have any such interest and shall not vote thereon and shall (unless invited to remain) withdraw during the course of discussion, other than where proposals for the insurance of members of the Council against liabilities are being discussed. If necessary, the President and Chair of Council or in his or her absence or where the matter relates to the interests of the President and Chair of Council, a Vice-President shall determine whether or not there is a conflict of interest for any Council Member at a particular time. In the case that the interests of the President and Chair of Council are to be considered and no Vice-President is present, a Chair or Vice-Chair of a Committee of the Council who is also a member of Council shall determine the matter. In the case that the interests of a Vice-President are to be considered and neither the President and Chair of Council nor any other Vice-President is present, a Chair or Vice-Chair of a Committee of the Council who is also a member of Council shall determine the matter.

15.8 The Society shall maintain a Register of Interests for all members of Council.

**Annex D**

**Fellowship Committee Terms of Reference**

1. In accordance with the provisions of Royal Charter and its bye-laws (Bye-law 5 (5.4)), the Council has established a Fellowship Committee which shall consist of the persons following, namely:

(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.

1. In the absence of both the VPs, one of the other members shall Chair the meeting.
2. The Quorum for meetings of the Committee shall be 4.
3. Appointed and co-opted members shall serve for a term of three years, or such shorter period as the appointing body may decide. They shall be eligible to serve for not more than two consecutive terms, following which a further period of three years shall elapse before any such member shall be eligible for re-appointment.
4. The Committee, when appointing members, shall be mindful of the Society’s commitment to the Equality Act 2010 and its Equality, Diversity and Inclusion Plan.
5. Subject to the provisions of the Royal Charter and its bye-laws, the Fellowship Committee shall consider any matter relating to the nomination and election of Fellows to the Society and shall submit reports and recommendations thereon to the Council.

7. the Committee shall:

1. Oversee and review the nomination and election process and ensure it is fit for purpose on an annual basis
2. Work to encourage a greater range and number of nominations across all scrutiny committees, based on the values of supporting inclusion and encouraging diversity.
3. supported by the Society’s Secretariat and the with the University Representatives of the Learned Society, actively identify and seek out suitable candidates for nomination taking in to consideration the balance of the Fellowship (for example, in terms of the Equality Act 2010, subject distribution and geographical distribution). This might involve for example, encouraging nominations in a particular under-represented or relevant area
4. define targets or outcome measures for the strategic equality plan to monitor the effectiveness of policies initiated to address diversity, by which future success may be measured and reviewed. (Targets may be amended subject to decisions of the Committee)
5. Work to deliver the LSW Equality, Diversity and Inclusion policy and the Strategic Equality Plan
6. Work with the society’s university representatives and others to mobilise and engage the Fellowship

8. The Committee shall ensure that the Council has adequate information to enable it to discharge its responsibilities.

9. The Committee shall exercise such delegated powers as may be granted to it by the Council, for such period and on such conditions as the Council may determine, in accordance with bye-law 5.4.

**Annex E**

**Finance Committee Terms of Reference**

1. In accordance with the provisions of Royal Charter and its bye-laws (Bye-law 5 (5.4)), the Council has established a Finance Committee which shall consist of the persons following, namely:

(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.

1. In the absence of the Treasurer, one of the Officers present shall Chair the meeting.
2. The Quorum for meetings of the Committee shall be 3.
3. Appointed and co-opted members shall serve for a term of three years, or such shorter period as the appointing body may decide. They shall be eligible to serve for not more than two consecutive terms, following which a further period of three years shall elapse before any such member shall be eligible for re-appointment.
4. The Committee, when appointing members to its Committee shall be mindful of the Society’s commitment to the Equality Act 2010 and the Society’s Equality, Diversity and Inclusion Plan.
5. Subject to the provisions of the Royal Charter and its bye-laws, the Finance Committee shall consider any matter relating to the finances, accounts, investments, property and business of the Society and shall submit reports and recommendations thereon to the Council.
6. In the discharge of its duties, and in addition to any other functions relevant to the financial duties of the Society, Council shall exercise further to paragraph (4) above, the Committee shall advise the Society’s Council regarding:
7. the overall financial policy of the Society;
8. the Society’s strategic plan, with particular reference to resource implications;
9. the financial management of the Society and its operations;
10. activities relating to the fund-raising and the securing of adequate resources to enable those operations to be taken forward in accordance with the strategic plan;
11. the annual Accounts of the Society;
12. the annual financial estimates and projections for the Society’s operations;
13. short term budgets and the extent to which they accord with agreed longer term plans and the extent to which they are followed;
14. cash flow projections and investment of short term monies, in line with the Society’s treasury management policies; the management of the Society’s funds, including the allocation of resources between academic and non-academic areas of the Society’s activities;
15. the Society’s capital programme;
16. the necessary arrangements in connection with the Society’s bank accounts, insurances, borrowing, investments, professional advisers and other such matters;
17. the management of the Society’s estate, including buildings, furnishings and equipment and the financing thereof;
18. the Financial Regulations of the Society;
19. the Society’s financial control systems, procedures and control environment;
20. the Risk Management Register;
21. agreeing a pay policy: this would relate to pay increments and to ensuring parity between different internal roles or teams.
22. Staff restructuring: in cases where changes would affect employees' hours or pay, and where there would be increased financial implication for the charity;
23. Regrading of posts;
24. Ensuring everyone has a job descriptions/person specification;
25. Employees' rights and responsibilities and any changes to them: this would include substantial contractual changes, alterations to maternity/sick pay, alterations or changes to HR policy and so on;
26. Safeguarding and child protection arrangement;
27. Any challenging HR issues: e.g. disciplinary or performance matters, redundancy.

8. The Committee shall ensure that the Council has adequate information to enable it to discharge its financial responsibilities.

9. The Committee shall exercise such delegated powers as may be granted to it by the Council, for such period and on such conditions as the Council may determine, in accordance with bye-law 5.4.

**Annex F**

**General Purposes Committee Terms of Reference**

In accordance with the provisions of the Royal Charter and its bye-laws (Bye-law 5 (5.4)), the Council has established a General Purposes Committee which shall consist of the persons following, namely:

(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.

2. In the absence of the President, one of the Vice-Presidents shall Chair the meeting; in the absence of both the President and the Vice-Presidents, the General Secretary shall Chair the meeting.

3. The Quorum for meetings of the Committee shall be 5.

4. Appointed and co-opted members shall serve for a term of three years, or such shorter period as the appointing body may decide. They shall be eligible to serve for not more than two consecutive terms, following which a further period of three years shall elapse before any such member shall be eligible for re-appointment.

1. The Committee, when appointing members, shall be mindful of the Society’s commitment to the Equality Act 2010 and its Equality, Diversity and Inclusion Plan.

6. Subject to the provisions of the Royal Charter and its bye-laws, the General Purpose Committee shall advise the Council on the Society’s Programme of Events, as well as carrying out such further functions as the Council may direct.

7. The Committee shall ensure that the Council has adequate information to enable it to discharge its duties.

8. The Committee shall exercise such delegated powers as may be granted to it by the Council, for such period and on such conditions as the Council may determine, in accordance with bye-law 5.4.

**Annex G**

**Governance Appointments Committee Terms of Reference**

1. In accordance with the provisions of bye-law 5.4 of the Royal Charter, the Council has developed its currently established Appointments, Governance and Nominations Committee into an Elections, Nominations and Appointments Committee which shall consist of the following persons, namely:

(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

1. 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 General Secretary will act as Chair for this Committee when the need for a new President arises.

2. In the absence of the President, a Vice-President shall Chair the meeting; in the absence of both the President and the Vice-Presidents, the General Secretary shall Chair the meeting.

3. The Quorum for meetings of the Committee shall be 5.

4. Once a year the Committee will review its Governance and Membership of Council.

5. Appointed and co-opted members shall serve for a term of three years, or such shorter period as the appointing body may decide. They shall be eligible to serve for not more than two consecutive terms, following which a further period of three years shall elapse before any such member shall be eligible for re-appointment. Appointed members shall continue to hold office only for as long as they remain members of the Council.

6. Subject to the provisions of the Royal Charter/Bye-laws, the Appointments, Governance and Nominations Committee shall serve the following purpose and as the Council may direct, will advise the Council on:

**Appointments (which will include):**

1. **Membership of** **Governance committees** and the co-optation of additional members of Governance Committees
2. working across the Fellowship to encourage a greater range of nominations to Governance Committees, based on the values of widening participation and encouraging diversity
3. pro-actively identify suitable candidates to put forward for nomination to Governance Committees
4. supported by the Society’s Secretariat and URLS, actively identify and seek out suitable candidates for nomination taking in to consideration, the balance of Council and Committees (for example, in terms of the Equality Act 2010, subject distribution and geographical distribution).

(ii) Consideration of the procedure for the appointment of the Chief executive.

7. The Committee shall meet at least twice per year (the Society year runs from May to May).

8. The Committee shall exercise such delegated powers as may be granted to it by the Council, for such period and on such conditions as the Council may determine, in accordance with bye-law 5.5.