



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, form the Society's governing instruments. Copies of all of these documents are available on the Society's website: www.learnedsociety.wales/about-us/governance/

Paper copies of the documents are available on request – please contact the Clerk on 029 2037 5054 or email her at akirk@lsw.wales.ac.uk.

Officers, Council and Committees: Outgoing and new members

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. 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.

Election of Officers and Members of the Council 2023

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 4.3 (ii) 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 first term of office of the Society's current President and Chair of Council, Professor Hywel Thomas CBE FREng FRS MAE PLSW will end at the close of the Annual General Meeting on 24 May 2023.

In June 2022, the Council appointed the General Secretary to take the lead in securing the selection and election of the next President.

All Fellows were contacted on 20 October 2022 and advised that the first term of office for the Society's President, Hywel Thomas CBE FREng FRS MAE PLSW was coming to an end at the end of the 24 May 2023 Annual General Meeting. Fellows were also advised that Professor Thomas had indicated his willingness to stand for re-election (as per the Society's Regulations (4.2 (ii))).

Fellows were invited to submit suggestions for potential candidates for the next President, with a deadline of 9 November 2022.

During its meeting on the 9 November 2022, the Council, were advised by the General Secretary that one name had been submitted for consideration as the next President.

During its meeting on 25 January 2023, Council unanimously approved the recommendation of **Professor Hywel Thomas CBE FREng FRS LSW** as its preferred candidate for election to be the next President and Chair of Council of the Learned Society of Wales.

On the 7 February 2023, the Council's nomination was subsequently presented to the Fellowship for formal election to the office of President and Chair of the Council of the Society.

The ballot closed on 28 February 2023, and on the 1 March 2023, as per the Society's Regulations (4.3 (v)). The ballot results were scrutinised by two of the Society's Fellows (Professor Perumal Nithiarasu and Professor Ruth Northway), in the presence of the Society's Clerk. The Society is grateful to both Professor Nithiarasu and Professor Northway for undertaking this role.

Fellows were advised on the 27 March 2023 that Professor Hywel Thomas, having received overwhelming support from the Fellowship, had been re-elected as President of the Learned Society of Wales for a second term of office (from the end of the Society's Annual General Meeting to be held on the 24 May 2023 until the end of the Annual General Meeting to be held in May 2026).

1.2 General Secretary

The Society's Regulations provide that:

- i. The General Secretary shall be elected by the Fellows of the Society from amongst their number
- ii. Fellows wishing to be elected shall apply in writing, the application papers being issued to all Fellows not less than twelve weeks before the Annual General Meeting at which the election result is to be announced.

On 5 December 2022, Fellows were advised that the current General Secretary, Professor Alan Shore, would complete his second term of office at the end of the 24 May 2023 AGM. Fellows were further advised that Professor Shore was not eligible to stand for re-election, and nominations for General Secretary were invited.



Following the closing date for nominations, the Council at its 25 January 2023 meeting considered the nominations received and unanimously approved to the Fellowship (in alphabetical order) the following nominees:

Dr Robert Deaves FLSW

Professor Faron Moller FLSW

The ballot closed on the 28 February 2023 and was scrutinised by two of the Society's Fellows (Professor Perumal Nithiarasu and Professor Ruth Northway), in the presence of the Society's Clerk, on 1 March 2023, as per the Society's Regulations (4.3 (v)). The Society is grateful to both Professor Perumal Nithiarasu and Professor Ruth Northway for undertaking this role.

Fellows were notified of the ballot result on the 27 March 2023 in which it was announced that the Fellowship had elected Professor Faron Moller FLSW as the Society's new General Secretary from the end of the 24 May 2023 Annual General Meeting to the end of the May 2026 Annual General Meeting.

2. Election of Members of Council

The Society's Regulations (8.1) state that Council members' terms of office are 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.*

This year, six Council members will complete their term of office at the 24 May AGM:

- Professor Roger Awan-Scully (eligible for re-election, but not standing)
- Professor Claire Gorrara (eligible for re-election)
- Professor Alma Harris (eligible for re-election)
- Professor Qiang Shen (eligible for re-election)
- Professor John V Tucker (eligible for re-election)
- Professor Meena Upadhyaya (eligible for re-election)

On 9 February 2023, Fellows were invited to apply for five vacancies on Council, with Professor Alan Shore agreeing to serve his final year on Council. Those elected would serve for three years from the end of the 2023 AGM.

Before the closing date of 10 March, the Clerk received nine applications, meaning that a ballot was needed.

The electronic ballot for the remaining five positions opened on 16 March (with a hard copy being sent to Fellows who correspond only by post) and closed on 12 April. As per the Society's Regulations, two Scrutineers (Professor Rebecca Melen and Professor Steven Smith) were appointed to count the ballot papers. They did so via Zoom, in the presence of the Chief Executive, on 13 April 2023. The Society is grateful to both Scrutineers for undertaking this role.



After the count, the following Fellows were elected to Council for a period of three years from the end of the 24 May 2023 AGM:

- Professor Claire Gorrara
- Professor Alma Harris
- Professor Qiang Shen
- Professor John V Tucker
- Professor Meena Upadhyaya

The Society wishes to thank Professor Roger Awan-Scully for his valuable contributions to the Society's work during his time as a Council member. Professor Awan-Scully had served on the Council for one term of three years and decided not to stand for re-election.

The Society congratulates Professor Claire Gorrara, Professor Alma Harris, Professor Qiang Shen, Professor John V Tucker and Professor Meena Upadhyaya on their re-appointment to Council for a second term.

2.3 Co-option of Council Members

The Society's Regulations also allow 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 2023



The Society's Committees

1. THE COUNCIL

The Council 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 Council held four ordinary meetings and one special meetings during the year.

The Society's Bye-laws (3.2) state 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 members during the Society year 2022-23 were as follows:

Officers

Professor Hywel R Thomas CBE FEng FRS PLSW MAE, President and Chair of Council

(Science, Technology, Engineering, Mathematics and Medicine)

Professor Emerita Terry Threadgold FLSW, Treasurer

(Humanities, Arts and Social Sciences)

Professor Michael Charlton FInstP FLSW, Vice-President

(Science, Technology, Engineering, Mathematics and Medicine)

Professor Helen Fulton FSA FLSW, Vice-President

(Humanities, Arts and Social Sciences)

Professor Alan Shore FInstP FLSW, General Secretary

(Science, Technology, Engineering, Mathematics and Medicine)

Elected members

Science, Technology, Engineering, Mathematics and Medicine

Dr Sally Davies FLSW

Professor Ieuan Hughes FMedSci FRCP FRCP(C) FRCPCH FLSW

Professor Qiang Shen FLSW

Professor John V Tucker FLSW

Professor Meena Upadhyaya FLSW



Humanities, Arts and Social Sciences

Professor Roger Awan-Scully FLSW

Professor Kirsti Bohata FLSW

Professor Claire Gorrara FLSW

Professor Alma Harris FLSW

Professor Iwan Morus FLSW

Professor Carol Tully FLSW

Business, Public Service and Public Engagement

Dr Lynn Williams FLSW

Co-opted members

Professor Ambreena Manji FLSW

Council members for 2023-24 will be as follows:

Officers

Professor Hywel R Thomas CBE FREng FRS PLSW MAE, President and Chair of Council

(Science, Technology, Engineering, Mathematics and Medicine)

Professor Emerita Terry Threadgold FLSW, Treasurer

(Humanities, Arts and Social Sciences)

Professor Michael Charlton FInstP FLSW, Vice-President

(Science, Technology, Engineering, Mathematics and Medicine)

Professor Helen Fulton FSA FLSW, Vice-President

(Humanities, Arts and Social Sciences)

Professor Faron Moller FLSW, General Secretary

(Science, Technology, Engineering, Mathematics and Medicine)



Elected members

Science, Technology, Engineering, Mathematics and Medicine

Dr Sally Davies FLSW

Professor Ieuan Hughes FMedSci FRCP FRCP(C) FRCPCH FLSW

Professor Qiang Shen FLSW

Professor Alan Shore FLSW

Professor John V Tucker FLSW

Professor Meena Upadhyaya FLSW

Humanities, Arts and Social Sciences

Professor Kirsti Bohata FLSW

Professor Claire Gorrara FLSW

Professor Alma Harris FLSW

Professor Iwan Morus FLSW

Professor Carol Tully FLSW

Business, Public Service and Public Engagement

Dr Lynn Williams FLSW

Co-opted Members

Professor Ambreena Manji 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 Executive Committee

Council has delegated power to an Executive Committee. The Executive Committee supports the day to day business of the Society and ensures effective management.



Its current members are:

Professor Hywel R Thomas CBE FREng FRS PLSW MAE, President and Chair of Council

Professor Emerita Terry Threadgold FLSW, Treasurer

Professor Michael Charlton FInstP FLSW, Vice-President

Professor Helen Fulton FSA FLSW, Vice-President

Professor Alan Shore FInstP FLSW, General Secretary

Olivia Harrison, Chief Executive

Amanda Kirk, Clerk

Its members at the end of the 2023 AGM will be:

Professor Hywel R Thomas CBE FREng FRS PLSW MAE, President and Chair of Council

Professor Emerita Terry Threadgold FLSW, Treasurer

Professor Michael Charlton FInstP FLSW, Vice-President

Professor Helen Fulton FSA FLSW, Vice-President

Professor Faron Moller FLSW, General Secretary

Olivia Harrison, 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 were revised following the Governance Review and provide for its membership as follows:

(i) Members *ex officio*:

The President (who shall be Chair)

(ii) Five 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 and will remain the same in 2023:

Professor Hywel R Thomas CBE FREng FRS PLSW MAE, President (Chair)

Professor Colin Hughes FLSW

Professor Perumal Nithiarasu FLSW

Professor Maxine Penlington FLSW

Professor Loredana Polezzi FLSW

Professor Raluca Radulescu FLSW

There are currently no co-opted members on this committee.

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 were revised following the Governance Review and provide for its membership as follows:

- (i) Members *ex officio*:
 - The Treasurer (who shall be Chair)
- (ii) Four 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 and will remain the same in 2023:

Professor Emerita Terry Threadgold FLSW, Treasurer (Chair)

Professor Lisa Collins FLSW

Dr Sally Davies FLSW (Vice Chair)

Professor Faron Moller FLSW

Professor Mark Rees FLSW

Professor John Tucker FLSW

There are currently no co-opted members on this committee



2.4 Governance Oversight Committee

The Governance Oversight Committee has replaced the Governance Appointments Committee. Its Terms of Reference were revised following the Governance Review and provide for its membership 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

Its current members are:

Professor Hywel R Thomas CBE FREng FRS PLSW MAE, President (Chair)

Professor Terry Threadgold FLSW, Treasurer

Professor Michael Charlton FInstP FLSW, Vice-President

Professor Helen Fulton FRHistS AcSS FLSW, Vice-President

Professor Alan Shore FInstP FLSW, General Secretary

Professor Claire Gorrara FLSW

Professor Qiang Shen FLSW

Members for 2023 will be:

Professor Hywel R Thomas CBE FREng FRS PLSW MAE, President (Chair)

Professor Terry Threadgold FLSW, Treasurer

Professor Michael Charlton FInstP FLSW, Vice-President

Professor Helen Fulton FRHistS AcSS FLSW, Vice-President

Professor Faron Moller, General Secretary

Professor Claire Gorrara FLSW

Professor Qiang Shen FLSW

There are currently no co-opted members on this committee



2.5 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, STEM (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
- (iv) 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 Michael Charlton FInstP FLSW, Vice-President

Professor Helen Fulton FLSW, Vice-President

Professor Mansel Aylward FLSW

Professor Robert Beynon FLSW

Dr Sally Davies FLSW

Professor Shareen Doak FLSW

Professor Ieuan Hughes FLSW

Co-opted member:

Professor Terry Threadgold FLSW

Members for 2023 will be:

Professor Michael Charlton FInstP FLSW, Vice-President

Professor Helen Fulton FLSW, Vice-President

Professor Mansel Aylward FLSW

Professor Robert Beynon FLSW

Dr Sally Davies FLSW



Professor Shareen Doak FLSW

Professor Ieuan Hughes FLSW

Co-opted member:

Professor Terry Threadgold FLSW

DEI (formally EDI) working Group

The working group was set up in 2022 to review and respond to the recommendations of the EDI Report carried out in 2021. The group is responsible for reporting to Council to offer advice on the recommendations and how to deliver them. Its Terms of Reference provides for its membership to be as follows:

At least 3 Fellows – 1 of whom will be a Council member will chair the group and report to Council on progress/recommendations

- (ii) 1 external expert on EDI
- (iii) 3 staff members – the Chief Executive, Clerk and Fellowship Officer (with the Clerk also providing secretariat support)
- (iii) Such other person or persons as the Working Group may think fit to co-opt as members.

Current members of the DEI working group will remain the same in 2023:

Professor Terry Threadgold FLSW (Chair)

Dr Louise Bright

Mrs Karen Cooke (External advisor to the group)

Dr Cameron Durrant

Dr Layla Jader

Professor Ruth Northway

Professor Emmanuel Ogbonna

Professor Bettina Schmidtt

Professor Alan Shore

Dr Emma Yhnell

Human Resources Committee

The Human Resources Committee was established in January 2023 to consider any matter relating to the staff of the Society. Council agreed that one place on the Committee could be reserved for one of the new Fellows admitted in 2023. Its Terms of Reference provides for its membership to be as follows:

Members ex officio:

The General Secretary (who shall be Chair)



(i) Four members appointed by the Council from among the Fellowship, one of whom shall be appointed as Vice-Chair

(iii) Such other person or persons not exceeding two in number as the Committee may think fit to co-opt as members.

Current members of the Human Resources Committee:

Professor Alan Shore (Chair)

Professor David Jones

Professor Maxine Penlington

Professor Geoff Richards

Membership of the Human Resources Committee in 2023

Professor Faron Moller (Chair)

Professor David Jones

Professor Maxine Penlington

Professor Geoff Richards

+ 1 new member (to be determined)



Medal Committee members 2022

Menelaus Medal

Chair: Professor Javier Bonet FLSW

Dr Robert Deaves FLSW

Professor Bill Lee FLSW

Professor Perumal Nithiarasu FLSW

SWIET representative – Phil Hourahine (non-Fellow)

Frances Hoggan Medal

Chair: Professor Lynne Boddy FLSW

Professor Stuart Palmer FLSW

Professor Eleri Pryse FLSW

Professor James Scourse FLSW

Dr Olwen Williams FLSW

Hugh Owen Medal

Chair: Professor Reyer Zwiggelaar FLSW

Mr David Allen FLSW

Professor Anne Edwards FLSW

Dillwyn Medal: STEMM

Chair: Professor Meena Upadhyaya FLSW

Professor Neil Champness FLSW

Professor Alan Guwy FLSW

Professor Geraint Lewis FLSW



THE LEARNED SOCIETY OF WALES
CYMDEITHAS DDYSGEDIG CYMRU

Dillwyn Medal: Social Sciences, Business and Education

Chair: Dr Ceridwen Roberts FLSW

Professor Gordon Cumming FLSW

Professor Kath Woodward FLSW

Dillwyn Medal: Creative Arts and Humanities

Chair: Professor Richard Carwardine FLSW

Professor Matt Jarvis FLSW

Dr Mererid Puw Davies FLSW