



Code of Conduct for Fellows

(Reviewed and approved by Council 19 November 2025)

1. Scope

This document sets out our expectations of Fellows and Honorary Fellows in three sections, depending on a Fellow's level of responsibility towards the Society:

- Expectations of all Fellows
- Additional obligations of Council members, Committee members, and Fellows authorised to represent the Society
- Further obligations of Council members

2. Breaches of the Code of Conduct

If a complaint is received about a Fellow's conduct, or if Council considers a member's conduct to be in breach of this Code or "injurious to the Society's character, interests or reputation" (Regulation 14), the Policy and Procedure for [Handling Complaints Against or Allegations of Misconduct by Fellows](#) will be followed. This allows for such complaints or allegations to be dealt with using either a formal or an informal process, depending on their nature.

3. Expectations of all Fellows

Fellows are elected to the Society for their scholarship, research and other outstanding contributions to learning. They are therefore expected to follow the Society's rules and regulations and to maintain the highest standards of scholarly and professional conduct. This includes, for example, refraining from:

- Abuse of office as an elected Officer, Council member or committee member.
- Interference with the due process for the Society's Fellowship nomination and election procedures, organisation of events, development of policy work, award of medals and other activities.
- Failure to declare a material conflict of interest with any work they carry out on behalf of the Society.
- Causing damage or loss to Society property or resources.
- Making a public statement, without authorisation, purporting to be in the name of the Society.
- Research misconduct, as defined by the UK Research Integrity Office or by a Fellow's research institution.

- Publishing or broadcasting materials, or contributing advice or expert opinions, which are inconsistent with scholarly values, or which otherwise draw negative attention to the Society.
- Harassing, bullying or victimising another Fellow, staff member or any other person.
- Discriminating against any person on the grounds of the protected characteristics in the Equality Act 2010 (age, disability, gender reassignment, marriage and civil partnership, race, religion or belief, sex, sexual orientation)
- Financial impropriety or fraud.

All members have a duty to:

- Observe the provision of the Charter and Bye-laws of the Learned Society of Wales and any regulations made under them.
- Conduct themselves honourably and with integrity.
- Respect others at all times, and fulfil duties fairly limiting any biases.
- Maintain the reputation and welfare of the Learned Society of Wales.

4. Equity, Diversity and Inclusion

The Learned Society of Wales has a strong commitment to equity, diversity, and inclusion. We seek to be a diverse Society and to reflect a diverse Society. Our differences enrich us. We will not stand for sexism, racism or discrimination of any kind. Fellows should seek out participation from under-represented groups, and value and celebrate the contributions of all.

5. Additional obligations of Council members, Committee members, and Fellows authorised to represent the Society

The Nolan principles were established for those involved in public service or members of public bodies. The Society is not in this sense a public body, but it is entrusted with public funds and functions for the public good, and endeavours to act in accordance with the highest standards.

All Fellows who are members of the Society's Council or committees, or who are authorised to represent the Society in any capacity, must adhere to the following principles in addition to the expectations set out in section 3:

- Selflessness: Fellows should take decisions solely to further the Society's interest, and not to gain financial or other material benefits for themselves, their families or their friends.
- Integrity: Fellows must not place themselves under any financial or other obligation to outside individuals or organisation that might influence them in the performance of Society duties.

- Objectivity: Fellows must make choices on merit when carrying out appointments, awarding contracts or recommending individuals for rewards and benefits.
- Accountability: Fellows must be accountable for their decisions and actions to the Society and submit themselves to whatever scrutiny is appropriate to their office/role.
- Openness: subject to the duty to observe confidentiality, Fellows should be as open as possible about all the decisions and actions that they take.
- Honesty: Fellows should declare any private interest relating to their Society duties, and should take steps to resolve any conflicts arising in a way that protects the Society's interests.
- Leadership: Fellows should promote and support these principles by leadership and example.

6. Further obligations of Council members

Members of Council are the Society's trustees. The formal responsibilities of Council are laid down in the [Bye-laws and Regulations](#), with the core concerns being the strategic aims and objectives of the Society and ensuring its financial health. Members should refer to:

- Bye-law 3 and Regulation 3.1, which determine the composition of the Council.
- Bye-law 4 and Regulation 8.1, which determine the tenure of Council Members.
- Bye-law 5, which sets out the roles and responsibilities of Council Members.
- Bye-law 7 and Regulation 16, which sets out the procedure for the meetings of the Council.

Council Members have the following obligations in addition to those in sections three and five:

1. In their dealings with and on behalf of the Society, Council Members are expected to display loyalty and good faith, exercising skill and care as if dealing with their own affairs. Council itself does not represent any specific interest groups but should concern itself with the proper governance of the Society, therefore fulfilling its responsibility to its constituency of stakeholders: Fellows, staff, and the local and national community.
2. Council Members must act within the powers conferred on them by the Bye-Laws and Regulations of the Society. If they or any of them act beyond such powers, they could incur personal liability for the consequences of an unauthorised or negligent action taken in the name of the Society.
3. Council Members exercise a fiduciary role. They must display good faith in every dealing with the business of the Society and must be scrupulous not to participate in any business decision of the Society which could confer financial gain or tangible benefit upon the interests of a business with which the Member has some connection. A similar standard of behaviour is required if a Member participates in the appointment of staff to the Society.

4. Members must not place themselves under any financial or other obligation to outside individual organisations that might influence them in the performance of their official duties, and must adhere to the [LSW Anti-Bribery Policy](#).
5. Council Members must declare any pecuniary, personal or family interest in any matter under discussion and shall take no part in the consideration of any matter in which they have any such interest and shall not vote thereon and shall (unless invited to remain) withdraw during discussion, other than where proposals for the insurance of members of the Council against liabilities are being discussed. If necessary, the President – or, in their absence or where the matter relates to the interests of the President, a Vice-President – shall determine whether there is a conflict of interest for any Council Member at a particular time. In the case that the interests of the President are to be considered and no Vice-President is present, the General Secretary or the Treasurer shall determine the matter. In the case that the interests of a Vice-President are to be considered and neither the President nor the other Vice-President is present, the General Secretary or the Treasurer shall determine the matter.
6. The Society maintains a Register of Council Members' Interests, allowing Members to disclose relevant interests in an open and transparent manner and demonstrates that such interests do not influence the Society's decision-making process. Each Member is asked to complete a register proforma annually and to report any material alterations that occur during the intervening period. The Register is maintained by the Clerk to the Council and is open to public inspection.
7. Any Member uncertain as to their position in relation to any business of the Society should seek guidance from the Clerk, but the general principles which, if observed, will safeguard the position of each Member are:
 - a) Actions taken and decisions made should always be in the interests of the Society.
 - b) Personal interests or the possibility of personal gain by the Member or someone connected with the Member should be declared.
 - c) There should be no participation in a vote on any matter which could generate personal gain or incur personal liability.
 - d) There should be transparency in the conduct of Society business: secrecy should only occur where such is manifestly in the interests of the Society.
 - e) Decisions concerning the finances and assets of the Society require prudence and efficient and economical management.
 - f) Regard should be given to the need to monitor Officers of the Society in the exercise of their duties.
 - g) Where doubt exists questions should always be asked, nothing should be approved without full understanding of issues.
8. As the body responsible for the Society's strategic direction, management and financial viability, Council should work to guiding principles. To encourage the

application of good practice regarding effective financial management and governance, the following principles are to be adhered to:

- a) The Council is responsible for the direction of, and for the key decisions taken within, the Society, subject to such powers as may be vested in the Fellowship as a whole.
 - b) The Council is responsible for the financial health of the Society.
 - c) Roles and responsibilities of the Council, the President and the other Officers should be defined, understood, accepted and reviewed regularly.
 - d) The competencies of the Council, the President and the other Officers should be in line with the Society's needs and should be reviewed regularly.
 - e) The Society should plan strategically and be equipped accordingly for this purpose.
 - f) There should be a corporate plan which includes a financial strategy.
 - g) Opportunities and risks should be recognised, assessed and managed.
 - h) Information to be imparted to Council and its Officers should be relevant, reliable and timely.
 - i) Communication should be effective throughout the Society.
 - j) Structures, processes and systems should be in place which are robust and fit for purpose.
9. In the conduct of Council business, Members should act according to conscience, taking into account the advice which is provided in paragraphs 5 and 8 above.
10. Members must take joint responsibility for decisions taken including those determined by a nominated governance committee, sub-committee or advisory group. Members are required to maintain an appropriate standard of confidentiality. Any disclosures of confidential information will be treated as a breach of the Code of Conduct.
11. Members should conduct themselves in a manner which does not damage or undermine the reputation of LSW or its staff individually or collectively and should not take part in any activity which conflicts with the objectives of the Society, or which might damage its reputation.