

## General Principles and Working Practices for Boards and Committees

### 1. The Charter

The Royal Society of Chemistry's Royal Charter specifies the object of the organisation and the purposes for which it is formed. Subject to the ultimate authority of the members at general meetings, the government and control of the Society is vested in the Board of Trustees. Provided that the By-laws are not contravened, the Board of Trustees has full power to take any action consistent with the object of the Society and to conduct its business as it thinks fit (Charter Article 5).

### 2. The By-laws

- 2.1 The By-laws (BL) provide that the Board of Trustees shall manage the business of the Society (BL21.1). The Board of Trustees may delegate any of their functions to a Board or Committee (BL24.1).
- 2.2 Boards are established by the Board of Trustees and provided with delegated strategic responsibility for a specific area of governance. Committees are established by the Board of Trustees to consider on its behalf specific operational matters relating to governance (BL32.1)
- 2.3 Every Board or Committee shall, in exercising the powers delegated to it, confirm to such Regulations or directions as the Board of Trustees may prescribe or impose, whether by Standing Order or otherwise (BL24.3). New Trustees of the Board are entitled to receive copies of current Standing Orders (BL27.4).
- 2.4 The number of Boards shall not exceed six and their Chairs are normally appointed to the Board of Trustees (BL18.1 & 24.2).
- 2.5 For any purpose considered by the Board of Trustees to be exclusively or predominantly the concerns of particular categories of membership or holders of particular designations the Board of Trustees may impose restrictions or conditions on eligibility for service on Boards and Committee (BL24.5).
- 2.6 The Board of Trustees and its Boards and Committees have wide authority to collaborate with bodies that are fulfilling objects similar to those of the Society (BL24.7-8).

### 3. General Principles relating to the operation of Boards and Committees

- 3.1 The Board of Trustees is concerned primarily with strategy and ensuring that policies are developed and applied by Boards and Committees in accordance with RSC's agreed strategy. The Board of Trustees while retaining effective overall control, delegates executive powers as far as reasonably possible.

- 3.2 The Board of Trustees approves Terms of Reference specifying the purpose, responsibilities and composition of each Board and Committee (BL24.3).
- 3.3 The Boards and a number of Committees report directly to the Board of Trustees. There are also Committees within the Governance Framework that report directly to Boards.
- 3.4 The Board of Trustees keeps the Board and Committee structure under review, making modifications as necessary.
- 3.5 Each Board and Committee shall regularly review its own sub structure of Committees, Panels, and Time Limited Working Groups. No new Committee shall be established without the prior approval of the Board of Trustees. Such approval is not necessary for the establishment of Time Limited Working Groups, which are used to progress specific tasks.
- 3.6 Boards, Committees and their subsidiary bodies should be no larger than is necessary to achieve a reasonable spread of representation and the required expertise. The Board of Trustees through recommendations from the Nominations Committee will determine the appointments to its reporting Boards and Committees' membership. For the appointment of a member to a Committee reporting to a Board, only the reporting Board's approval is required.
- 3.7 In addition to their specified memberships, Boards and Committees have standing authority to co-opt not more than two members for special purposes. Any co-options may be made for a term of up to three years and, unless agreed by the Board of Trustees, shall not be contrary to 3.10 below. Co-opted members have voting rights.
- 3.8 Unless otherwise specified in the Terms of Reference, members of Boards and Committees must be members of the RSC. If Terms of Reference permit the appointment of non-members, such persons shall be encouraged to become an Affiliate Member on their appointment and in doing so subscribe to the members' Code of Conduct.
- 3.9 The term of a Chair shall be up to a maximum of four years, and that for a member (unless ex officio) up to a maximum of three years.
- 3.10 The period of continuous service on a Board or Committee shall be restricted to two terms with the exception that a third term can be served if it is as Chair. *[For Editorial Boards only, following a term as Chair/Editor in Chief, the Chair/Editor in Chief may hold a consecutive second term with approval from the Publishing Board. In very exceptional circumstances, an additional third two-year term as Chair could be granted by the Publishing Board].*
- 3.11 Following the conclusion of a period of continuous service on a Board or Committee, a break of two years shall elapse before appointment of that member to the same Board or Committee. Appointed members are eligible for an immediate term of office as an Elected member subject to the restrictions on the periods of service as set out in 3.10.
- 3.12 A casual vacancy on a Board or Committee that arises through death, resignation, parental leave or other reason may be filled for the

remaining period of the term vacated. If such a period is one year or less it may be in addition to the term of office specified in 3.9. A member of a Board or Committee may take absence for parental leave or other reason and return to complete a full term of office.

- 3.13 When accepting a position, or during a term of office, on a Board or Committee, members should declare any interest or potential for conflict of interests. Any member who, in some other capacity, is in any way concerned in a matter under consideration shall declare the nature of the interest to the Board or Committee and shall retire during the subsequent discussion of the matter unless requested not to do so by the Chair. A member who has declared the nature of an interest shall be precluded from voting on the matter relevant to the interest.
- 3.14 The Terms of Reference of a Board or Committee may specify the position of Vice Chair. If this is not the case, any Board or Committee may choose to designate one of its members as its Vice Chair. The Board or Committee will determine how the Vice Chair is chosen. A Vice Chair's role is principally to deputise in the absence of the Chair. Additionally the Vice Chair may be given specific responsibilities either through regulation or by delegation from the Chair. The member's role as Vice Chair ceases when they complete their present term of office. If the Chair is also a Trustee, the Vice Chair does not deputise as a Trustee. Being a Vice Chair of a Board or Committee does not mean they automatically become Chair when a vacancy arises.
- 3.15 Trustees shall be entitled to receive papers for meetings of any Board and Committee and have the right to observe a meeting if they so wish.
- 3.16 Those attending a meeting who are not members of the Board or Committee (e.g. staff, observers) are not entitled to vote.

#### **4. Working Practices for Boards and Committee**

- 4.1 Recognition of the skills, knowledge and experience of others while embracing different styles are part of the governance of our diverse organisation.
- 4.2 The fair treatment and maintenance of the dignity of others are paramount.
- 4.3 Consideration and implementation of best practice for all inclusion and diversity matters with regard to the composition and working practices are adopted across all Boards and Committees.
- 4.4 Board and Committee meetings must be minuted. Minutes must record clearly what decisions were made at the meeting and who is going to carry them out.
- 4.5 It is the role of every Board and Committee to identify the risks associated with its relevant area and, if appropriate, manage these locally or escalate them to the Audit and Risk Committee.
- 4.6 The quorum for each Board or Committee is set at a minimum of one third of members, rounded up to the next whole number and must

include the Chair or Vice Chair. Any exceptions to this are specified in Terms of Reference agreed by the Board of Trustees.

- 4.7 Decisions shall normally be made by consensus and if not reached, by a ballot of those present and each member shall have one vote. In the case of an equality of votes, for significant positions, a second debate will be held. In exceptional circumstances, the Chair of the meeting shall have a second or casting vote.
- 4.8 Boards and Committees should regularly report to their parent body. .
- 4.10 Boards and Committees are encouraged to work collaboratively with one another, sharing best practice and align recommendations insofar as possible.
- 4.11 Boards and Committees should use a consistent format for reports and papers.

***Approved by Board of Trustees - 26 November 2020***