



## **GENERAL PRINCIPLES AND WORKING PRACTICES FOR GOVERNANCE BODIES**

### **1.0 The Charter**

Subject to the ultimate authority of the members at general meetings, the government and control of the Society is vested in the Council. Provided that the By-laws are not contravened, the Council has full power to take any action consistent with the object of the Society and to conduct its business as it thinks fit (Article 5).

### **2.0 The By-laws**

2.1 The By-laws provide that the Council shall be responsible for managing and superintending the affairs of the RSC (BL66). The Council has express power to delegate to Boards and Committees such responsibilities and duties, advisory or executive, as it thinks fit, provided that it retains over-all control (BL68).

2.2 Every Board and Committee appointed by the Council shall report to it as instructed. The constitution of any Board or Committee of the Council, the appointment and tenure of the Chair, Vice Chair and members, etc., shall be decided by the Council either by specific resolution or under a Standing Order (BL68). New members of Council are entitled to receive copies of current Standing Orders (BL72)

2.3 The Boards shall not exceed six in number and their Chairs normally become Appointed Members of Council (BL68 & 33).

2.4 For any purpose considered by the Council to be exclusively or predominantly the concerns of particular categories of membership or holders of particular designations the Council may impose restrictions or conditions on eligibility for service on Boards and Committee (BL68).

2.5 The Council and its Boards and Committees have wide authority to collaborate with bodies that are fulfilling objects similar to those of the Society (BL69 & 70).

2.6 An Ordinary Member of the Council may be appointed as the Chair of a Board and, in that event, may serve on the Council in a dual capacity but shall have only one vote (BL61).

### **3.0 General Principles relating to the operation of Boards and major Committees**

3.1 The Council 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 Council, while retaining effective overall control, delegates executive powers as far as reasonably possible.

3.2 The Council exerts its influence and authority by appointing Board Chairs and other members to Boards and Committees (BL33 & 68).



- 3.3 The Council has three sub-committees comprised entirely or mainly of members of Council: Audit Committee, Nominations Committee and Performance Management & Remuneration Committee.
- 3.4 The Boards and a number of Committees report to Council.
- 3.5 Council keeps the Board and Committee structure under review, making modifications as necessary.
- 3.6 Each Board and Committee shall regularly review its own sub structure of Committees, Panels, Working Groups, etc. No new standing body shall be established without the prior approval of Council. Such approval is not necessary for the establishment of a time limited body set up for a specific purpose; such a body may be financed from an approved budget.
- 3.7 For efficiency and economy, Boards and Committees and their subsidiary bodies should be no larger than is demonstrably necessary to achieve a reasonable spread of representation or to provide the required expertise. Council through recommendation from the Nominations Committee will determine the appointment of Boards and Council Committee membership. For the appointment of a member to the sub-committee of a Board, only Board approval is required.
- 3.8 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 Council, shall not be contrary to 3.11 below. Co-opted members have voting rights. Other persons invited to meetings do not have voting rights.
- 3.9 All members of Boards and Committees shall be members of the RSC, unless the Council authorises specific exceptions.
- 3.10 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**.
- 3.11 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 but only in very exceptional circumstances with approval from the Publishing Board].*
- 3.12 Following the conclusion of a period of 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 3.11



- 3.13 A casual vacancy on a Board or Committee that arises through death, resignation 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 terms of office specified in 3.11.
- 3.14 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 for or against any motion on the matter relevant to the interest.
- 3.15 The Honorary Officers shall be entitled to receive papers for meetings of those boards and committees of which they are not *ex officio* members and have the right to attend if they so wish.
- 3.16 The quorum for each Board or Committee shall be one third of voting members rounded up to the next whole number unless stated otherwise in their terms of reference. At least two-thirds of those members present and voting must give affirmative votes for a decision to be valid.
- 3.17 The above principles, with due regard to circumstance, shall apply to other Committees of the RSC.