

# **Final Report of the Learned and Professional Review Group**

**September 2006**

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## FOREWORD

The composition of RSC Council was changed in July 2005 and shortly afterwards the governance of RSC Publishing was reformed. As the (then) President-Elect, I was asked to constitute a group to review the governance of the Learned and Professional Society.

The attached report and appendices represent the Review Group's (RG) proposal for the governance structure to be introduced at the AGM 2007. This position has been reached via three stages of interaction with Council, the membership and staff.

In the first stage (July 05 to February 06) the RG conducted interviews and accepted written submissions from Divisions, Fora, Groups, Sections, members and staff. They also considered a number of pertinent documents, *vide infra*, produced by the Registrar. On the basis of their detailed discussion of the data accumulated, their review of the structures and organisations in "similar" Learned and Professional organisations and the requirements of the RSC Charter and By-Laws, a first report and proposal to Council was produced, circulated to Council and discussed at the March 2006 meeting. The basis of the governance structure proposed in this first report stemmed from the RG's conclusion that there were deficiencies in the existing governance structure that it made it difficult for Members of Council to discharge their duties as Trustees of the RSC under the terms of the Charter. It became clear at this stage that there was widespread confusion about the difference between governance (primarily Council's and Honorary Officers responsibility) and management (the responsibility of the CEO, SMT and staff, with provision for intervention by the Honorary Officers under exceptional circumstances).

This report and set of proposals is concerned with governance of the Society not its management. Council is required to have an overview of the whole of the Society's activities and to monitor performance, the RG concluded that this was very difficult under the existing structures. The main problems were: long repetitive reporting chains in complex dendritic structures; wastes of the time of volunteers often leading to loss of their services (felt particularly strongly by senior academics and industrialists); the overall complexity of the system which lacked clarity, was difficult to understand and frequently resulted in duplication (including duplication of documentation); there were felt to be too many "off line" committees where the Council lacked direct oversight. This made it difficult for the new smaller Council established in 2005 to deliver the agility required in our interactions with members and society at large.

The first report proposed a greatly simplified and flatter structure, direct reporting of all activities of the Society to Council in a standard minimalist format, and the creation of some new boards and committees. This required the splitting and reorganisation of some functions and activities of existing Boards and Committees and the elimination of others. At the March 06 meeting of Council the general approach of the RG was approved, together with the bulk (>90%) of its recommendations. Council asked the RG to reconsider its position in respect of a few proposals and doubts were expressed about the practicability of the envisaged reporting regime. There was some question about the relative proportion of elected and appointed or co-opted members of governance bodies.

The second phase of the RG's deliberations took these reservations into account and resulted in a second report and proposal to Council which was discussed at the May 2006 meeting. The practicability of the reporting regime was considered by the CEO and SMT who reported that it appeared quite feasible provided a standard minimalist format was adopted; in this final report they expand their view and have produced the illustrative "model reports" attached as an

appendix. The proposed new structure results in an increased number of elected members of governance bodies, although it is clear that policy bodies also require members with specific skills and experience who will be appointed by Council or co-opted (see details in the report).

At the end of the discussion at the May Council meeting the main areas of contention were the governance of conferences and the membership of the proposed External Relations Board and its relation to the current ISG. The first two reports were described as “working documents” based on headlines and brief notes and it was felt that a more detailed explanation of how the new structure of governance would work would assist Council.

During the third phase of the RG’s work (Summer 06) the issue of Conferences and the structure of the External Relations Board and the ISG have, we believe, been resolved (see attached proposal); the contributions of members of the ISG to the latter issue being particularly helpful. The RG has also revised the style and organisation of the report and proposal to concentrate on the role of Council in the processes of governance and including more detail both in the report and in the appendices.

It is, necessarily, a long document but the RG are unanimous in recommending it to Council as a way forward which will allow Council to discharge its statutory duties; give greater access for the membership and the Society’s constituent Interest Groups and Sections to Council, Honorary Officers and Staff (and visa versa, of course); make the governance of the Society transparent and the management of the Society by the CEO, SMT and Staff somewhat more straightforward. In the proposed structure there are no “off-line” bodies outside the purview of Council and no bodies from which Staff are unnecessarily excluded.

Approval of the Report would be followed by detailed work on implementation and allow the CEO to organise his staff to optimise support for the Council and its subordinate bodies.

I should like to thank my fellow members of the Review Group and the many contributors to our deliberations – all were helpful and a number were challenging.

Jim Feast  
President  
September 2006

# Final Report of the Learned and Professional Review Group

## 1. Background

In June 2005, RSC's Council was restructured and reduced in size to a maximum of 18 Members. 12 Members of Council are directly elected by the membership with up to 6 Additional Members appointed to Chair major Boards, or for other purposes. At the same time a subordinate body, the Strategy and Resources Board was abolished.

In September 2005, Council approved a restructuring of the governance of RSC Publishing and this has been implemented.

At the same meeting Council asked Jim Feast (then President-Elect) and Elliot Finer (Honorary Treasurer)

"To review the system of governance within the learned and professional society, to consult and make recommendations to Council."

The Reviewers took as givens the Charter Object and the Strategic Plan, taking as their brief devising a governance structure and system to deliver this.

The Reviewers were joined by Richard Pike on his appointment as Chief Executive and were supported in their work by Tony Ashmore (Registrar).

The Review Group circulated a plan of the Review to Members of Council and invited comments and suggestions. The Group also invited written submissions from Chairs of major L & P Boards, Committees, Divisions and Fora. Members were consulted via RSC News and staff asked for their views. A number of structured interviews were conducted.

Reports were presented to Council in March and May 2006, the latter being subsequently widely circulated within the current governance structure for comment. The Review Group has considered all of the responses received and held further discussions with respondents.

## 2. Main Findings

The RSC is fortunate in the commitment and expertise of its volunteer members and staff. It is fundamentally an effective organisation with the capacity to improve further, although there are some ineffective aspects of governance requiring change.

Council itself needs to have a clearer and shared understanding of its own role in governing. Members participating in governance bodies and staff need to have a clearer understanding of the respective purposes of governance and management. Governance is about policies, strategies and systems. Management is about translating these general directions into results.

There is significant scope for improving the system of governance but the range of activity and complexity of relationships between activities precludes a simple solution. Whilst systems in other bodies are informative there is not a model that can readily be imported but the Review Group has been able to use experience of aspects of practice elsewhere.

There are two aspects to L & P governance: ensuring reputation and influence, and ensuring value for money. In respect of the latter, Council needs to strengthen its oversight of internal services that enable members and staff to carry out their functions effectively and efficiently.

### 3. Overview of Proposal

#### 3.1 Role of Council

In putting into place a governance structure there needs to be need clarity on Council's role.

Council is the governing body of the RSC. Its authority is derived from the Charter:

"The government and control of the Society, its property and affairs shall be vested in the Council..... The business of the Council shall be conducted in such a manner as it may from time to time prescribe." (article 5)

Council has to ensure that the RSC fulfils its Object:

"The object for which the Society is constituted is the general advancement of chemical science and its application and for that purpose:

- (i) to foster and encourage the growth and application of such science by the dissemination of chemical knowledge;
- (ii) to establish, uphold and advance the standards of qualification, competence and conduct of those who practise chemistry as a profession;
- (iii) to serve the public interest by acting in an advisory, consultative or representative capacity in matters relating to the science and practice of chemistry; and
- (iv) to advance the aims and objectives of members of the Society so far as they relate to the advancement of the science or practice of chemistry." (article 3)

Council has to be aware of national and global issues affecting the RSC's operating environment (political and economic trends, developments in science, professional practice and the business environment).

It provides direction by setting and keeping under review a strategic plan and allocating resources. It establishes governance structures and processes, appoints a Chief Executive to manage the affairs of the Society, delegates authority and monitors conformance.

Council ensures the RSC meets its statutory obligations and adopts good practices in its governance and management processes. Its role is strategic, not operational.

As Trustees, Members of Council are personally accountable for ensuring the RSC acts in accordance with its governing documents, but are not expected to discharge these accountabilities by getting involved in the nitty gritty of RSC's affairs. They should rather ensure that appropriate governance systems are in place.

Appendix A contains a Code of Practice for trustee bodies, a commentary on how the proposed governance structure helps Council ensure good practice, and role descriptors for Trustees, including the roles of the President and the Honorary Treasurer and Board Chairs.

### 3.2 Principles for developing the Governance Structure

The RSC is not a company that requires strong command and control mechanisms. It is a community of volunteers and the RSC's governance arrangements have to reflect this.

The Review Group proposes a flatter, less hierarchical governance structure to:

- Make it possible for the Council to have strategic oversight of the activities of the various parts of the complex structure which constitutes the RSC, thus fulfilling their duties as Trustees of the Society as required by the Charity Commissioners.
- Shorten the communication paths between the membership and Council and give the members a substantial measure of autonomy in running their affairs within RSC's strategy, and greater opportunities to influence that strategy.
- Recognise the key roles of the CEO, members of the Senior Management Team, and other RSC staff, and produce an organisation in which members and staff are happy with their roles and able to communicate effectively and work happily together so as to fulfil the Strategy defined and periodically revised by Council.
- Create an organisation which is more responsive to the membership and to the environment in which RSC strives to "Advance the Chemical Sciences" and is more effective in achieving its goals.

In practice this means that:

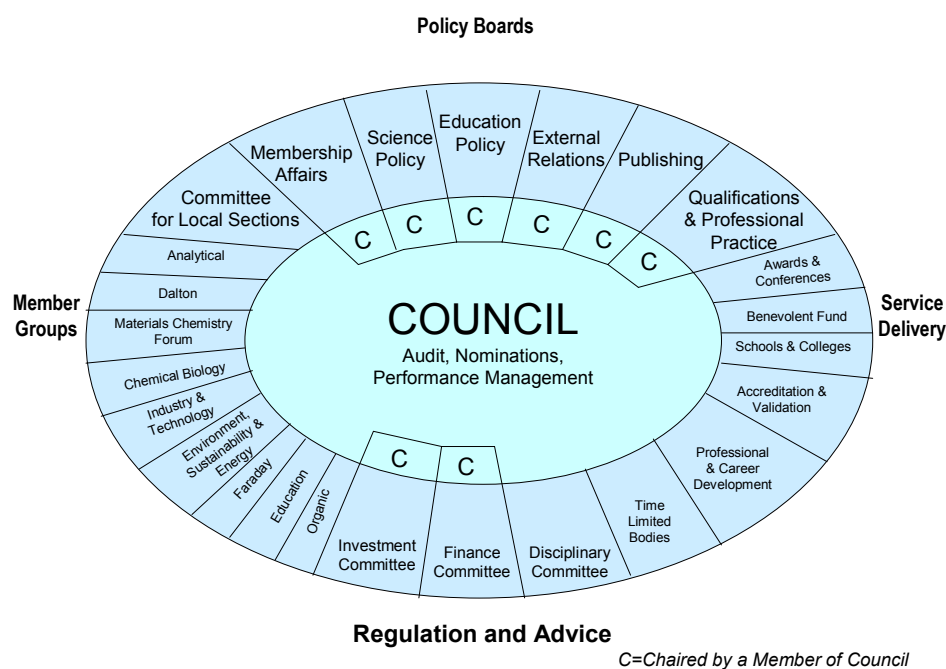
- Council members must have sufficient knowledge of RSC's activities, and control over them, to perform their duties as Trustees. This will largely be achieved by setting the Strategic Plan and associated budgets, and monitoring compliance
- Respect should be shown to the membership by demonstrating that members can influence Council, and the granting of autonomy to member groups
- The membership and governance of the RSC should be brought closer so that there is a greater sharing of goals and a sense of being able to contribute
- Duplication should be reduced, particularly the reconsideration of issues within chains of reporting
- The planning process and the alignment of policies and activities with the Strategic Plan should be strengthened
- Boards, Committees and member run groups should be empowered within the context of the Plan and their terms of reference
- There need to be transparent systems for appointments to governance bodies. The use of alternates should not usually be permitted
- Membership of governance bodies should normally be on the basis of expertise rather than representation. Within this principle, governance should seek to reflect the diversity that exists within the membership
- Staff have expertise and appropriate staff should be members (without vote) of Boards and Committees. The CEO will have the right to attend and participate in any appropriate governance body
- Governance should be an open process, including both criticism and praise, and open reporting. Meetings should not be held in the absence of staff or others who have necessary expertise, except in the case of reserved business, ie business that is directly concerned with the employment or management of staff
- Although the governance of Publishing was outside the scope of the Review, there are synergies to be gained from links between Publishing and the Learned and Professional Society. Membership of some governance bodies will need to reflect an holistic, Society wide approach.

### 3.3. Proposed Governance Structure

This is shown schematically in figure A. The structure is flatter and has shorter lines of communication than currently between Council and bodies within governance and hence between the governing body and members.

There are four broad and overlapping categories of governance bodies:

- Member run Interest Groups, Local Sections (as represented by the Committee for Local Sections). These bodies operate on a “bottom up basis” driving forward science and its applications, channelling the enthusiasm of members
- Boards. These are largely concerned with developing and pursuing policies affecting science, education, professional practice, how the RSC interacts with government, its agencies other major external organisations, the news media, and the membership
- Service Committees. These oversee RSC services and activities for members and others
- Regulatory and Advisory Bodies. These ensure that the RSC operates effectively and efficiently in accordance with governing documents, other regulatory requirements and best practice.



**Figure A**

In comparison with the existing system, the Group believes that its proposals give a sharper focus to the purpose of each body and reduce distractions due to overlap and long reporting chains.

Outline descriptions of the remits for each of the bodies in the structure are given in appendix B.

Since reporting to Council in May, the Review Group has considered feedback from the consultation process and held further discussions on the specific requirements for the governance of particular aspects of the RSC's activities:

### 3.3.1 Relevance to Industry

The Industry Technology Forum is proceeding with a study to determine who are the members and potential members in the chemistry using industries and their expectation of the RSC. The ITF will need to work closely with the Membership Affairs Board on the issue and jointly advise Council.

Industrial input to the Science Policy Board and External Relations Board has been strengthened.

### 3.3.2 Science Policy Board & Education Policy Board

Consideration has been given to combining these into a single Board. This has been rejected on the grounds that the range of policy issues (eg emerging areas of research, energy, funding, teacher training, school curricula) is too diverse for a single body, making it difficult for a given member to contribute to more than a minority of issues.

There is beneficial overlap between the two Boards in research training and funding of higher education where differing perspectives can be helpful.

The membership of the Science Policy Board has been strengthened by including the Chair of the Environment Health & Safety Committee and provision for additional industrial input should that be necessary.

### 3.3.3 External Relations Board

This has been strengthened by increased provision for members with specific expertise and experience, particularly in respect of EuCheMS and EU institutions concerned with public policy. The RSC IUPAC Committee will report to this Board. The Board will be chaired by an Appointed Member of Council rather than by the President.

### 3.3.4 Major Conferences and Events

The remit of the existing Awards Committee will be extended to create a Committee for Awards and Conferences. This Committee will:

- rationalise the current portfolio of awards
- link awards/lectureships/conferences/events
- align awards and conferences to the strategic plan

Conferences under responsibility of the committee will be:

- major, in terms of size/budget
- novel; or
- contentious

There will be no requirement to draw upon the RSC conferences unit for staff support. An early task of the committee will be to receive and consider a digest of the totality of RSC conference activity.

### 3.3.5 International Strategy

Further advice has been received from the International Strategy Group (ISG) and the Reviewers have had further discussions with the Group's Chair.

The ISG was established by the former Strategy & Resources Board to advise on the development of RSC's strategy outside the British Isles. The ISG has identified three elements and will soon be completing its advice to Council on

- European issues and relationships with other European chemical societies
- developing RSC membership in rapidly developing economies
- supporting chemists in poorer countries

The Strategic Plan embraces these elements and they should therefore be integrated into the governance structure of the Society.

**International strategy has become an integral part of overall RSC strategy and therefore needs to be dealt with by Council itself.** If specific advice is required (eg support for the developing world), a task force should be convened for the purpose. Europe will be regarded as "home territory" by governance bodies. So, for example, the Bologna Process will be addressed by the Education Policy Board, and SUSCHEM by the Science Policy Board. Strategic relations will be overseen by the External Relations Board which will be strengthened by members with expertise and experience in European public policy bodies and EuCheMS.

Developing RSC membership and supporting chemists in poorer countries will be part of the Membership Affairs Board remit.

RSC Publishing is international and this aspect of its affairs will continue to be central to the remit of the Publishing Board.

The IUPAC Committee will continue and report to the External Relations Board.

### 3.3.6 Interaction between the Committee for Local Sections and Membership Affairs Board

The issue of concern was not primarily that of the governance structure, but of membership of the bodies. Further consultation has been held and changes made.

The Chairs of these two bodies will each be, ex-officio, a member of the other to strengthen liaison.

### 3.3.7 Time Limited Bodies

From time to time the RSC is in receipt of major grants for specific purposes. Where these purposes do not naturally fall within the remit of an existing governance body, a time limited body, reporting to Council will be established. The Chemistry Innovation Knowledge Transfer Network and Chemistry for our Future are the two current examples.

### 3.3.8 Other Matters

The consultation process has helped clarify the descriptions of the remits of governance bodies and these have been incorporated. Further work will need to be done to convert the outline remits into detailed terms of reference. This will be carried out by the staff in collaboration with the Chair of these bodies when they have been appointed.

## 3.4 Participation in Governance Bodies

There is the potential for a clash between the needs of the Trustees, ie Members of Council to have control over the affairs of the Society, and the needs of members to have control over their own affairs in governance bodies which relate to their interests. Experience elsewhere shows that clashes can occur if subordinate bodies are fully elected and thereby feel they have their own mandate to develop strategy independently of their governing bodies. We have therefore proposed that the majority of members of the main policy boards are appointed by Council on the basis of their expertise, whilst making provision where appropriate for elections.

Fostering the development and application of our science is the task of the Interest Groups. The identification of leaders in particular fields is necessarily a peer process and the current democratic procedures in Divisions and Fora should continue.

Overall there is a substantial increase in the number of elected places on governance bodies in comparison with the current position where there are elected places on only two bodies (PMB & EQB with 3 places on each).

Staff have expertise on the matters under consideration by governance bodies and should be members (without vote) of Boards and Committees, except where membership would be inappropriate (a list of staff appointees is given in appendix C). The CEO will have the right to attend and participate in any governance body, except where it would be inappropriate.

## 4. The Process of Governance

### 4.1 Council

Elections and appointments to Council are held biennially resulting in about a 50% turn over of membership at that time.

Within a two year cycle Council needs initially to devote time to its own training and familiarisation needs. It then needs to take time to scan the environment in which the RSC operates. Council itself should conduct a periodic foresight review of political, social and economic trends – national, regional and global – to inform evolution of its Strategic Plan. An away day, informed by commissioned papers and externally facilitated is a suitable mechanism.

The Plan itself also draws upon input from bodies within the governance structure, including the General Assembly.

### 4.2 Management of Governance by Council

The RSC's activities are very diverse so there will necessarily be some flexibility in the way in which governance bodies are managed and conduct their business.

Nevertheless, a core set of practices will need to be adhered to in order that the Object of the Society is met. These are:

- Each body outlines a three year programme of activity that flows directly from the Strategic Plan, and sets itself annual objectives
- Each objective has a plan, identifying timescales, and member, staff and financial resources for implementation, as well as reference to issues and risks that might affect a successful outcome
- Aggregation of required resources across governance bodies is consistent with the Society's annual budget
- Objectives may be modified during the budget year, with the agreement of Council, with revision of associated activities following similar rigour to that described above
- Governance bodies have in place procedures for delivering objectives, including monitoring and reporting against key performance indicators, and how non-conformance (actual versus plan) is to be addressed
- Reporting by one body to another does not necessarily imply representation on that body
- Governance bodies report on their performance in writing for review, and presenting in person where appropriate at least once a year
- The system of appointing to membership of governance bodies should be transparent
- Rules for the turnover of elected or appointed members are applied: 3 year terms renewable once only, except if the third term is as Chair; Chairs to serve for a maximum of four years, non-renewable.

#### 4.3 Communication within Governance

- Communication between Council and governance bodies is a two-way process
- Council must maintain a dialogue with Governance Bodies to develop and ensure a common understanding of the Strategic Plan
- Council must provide clear terms of reference to governance bodies so they understand their role in fulfilling the RSC's Object and Strategic Plan
- Governance Bodies should report annually to Council on activities and plans and, additionally, on any novel or contentious issues as they arise. Annual reports should be made available to other governance bodies
- The RSC has a complex and wide range of activities and services. Members of governance bodies should understand the roles of other relevant bodies within the governance structure. It is the responsibility of Secretaries to ensure Chairs and members of governance bodies have the necessary information
- Secretaries of governance bodies have a responsibility for ensuring the appropriate flow of information.

#### 4.4 Reporting to Council

It should be noted that in the proposed governance structure Members of Council chair the Boards and the two bodies concerned with finance and investment. Committees concerned with Audit, Nominations and Performance Management are comprised solely of Trustees. Trustees themselves will, therefore, directly control the business of these key bodies concerned with policy, resources and regulation. Additionally, there is a requirement for a Trustee of the Society to be a member of the Benevolent Fund Committee.

**Council itself will therefore be closely associated with policy, membership, financial, publishing and regulatory issues.**

The standard form of reporting will be by each body making an annual written report in a standard but flexible format, reporting on activity against objectives and setting out intended activity against the RSC's strategy, with performance indicators and resource request. The report will be circulated to Council three weeks before a meeting and Council Members will submit any questions in advance by e-mail so that responses can be made, and any outstanding issues discussed with the reporting body's Chair when Council meets. There will be a simple traffic lighting of performance against previous objectives.

Sample pro-forma reports are given in Appendix D.

The nine Interest Groups and the Committee for Awards and Conferences will all report on the same day. The bulk of that Council meeting would be an annual stock take of chemical science and its development to enable Council to take a strategic overview of the discipline and link with Publishing.

In relation to regulatory and advisory bodies, reports from the Finance Committee (see below) and Investment Committee will be incorporated into the routine reporting on financial matters, thus eliminating the need for a separate report. The three subcommittees of Council are comprised of Council Members; the disciplinary function is wholly delegated. Regulatory and advisory reporting should not be time consuming.

Publishing Board should report annually to Council seeking endorsement of its business plan for the following year. Council will be kept informed of the financial performance of Publishing through the routine reports of the Finance Director to be presented to each meeting of Council.

The current practice of routine oral presentations at each meeting of Council by the Chairs of the other Boards will similarly cease.

The annual cycle of reporting to Council meeting will be:

Feb/Mar:	L & P Boards Review of Strategy
Apr/May:	Publishing Trustees Annual Report
Jun/July:	Interest Groups Awards & Conferences
Sept:	Service Committees
Dec:	Regulatory Bodies Following year's budget

#### 4.5 Self Evaluation and Improvement

##### 4.5.1 Council

As the governing body, Council should periodically evaluate its own effectiveness and consider how to improve its own performance.

#### 4.5 2 Key Activities

In sections 4.1 - 4.3 the Review Group describes how Council guides and controls bodies in governance. When the new structure is in place, and in addition to internal and external audit already currently undertaken, Council should encourage and assist in further developing a culture of self evaluation and improvement across the RSC.

A mechanism could be to establish a small group comprising: a senior member of governance involved in the area, the SMT manager and a Member of Council not directly involved to oversee the preparation of a report. The evaluation could be a mix of internal and external studies and the focus of the report would be on improvement rather merely judgemental. The report would go to Council, relevant governance bodies and staff.

### 5. Implementation

The proposed structure entails changes to all of the L & P boards and the creation of a number of elected positions on governance bodies. During the 2006/7 Society year there will also be elections for President-Elect and 5 Ordinary Members of Council. To allow for the full election processes and other appointments the new structure should be implemented with effect from the 2007 AGM with existing governance bodies continuing until that time.

At the 2007 AGM the Chairs and memberships of governance bodies that are undergoing change would stand down. Bodies that continue (some with minor changes) would renew their memberships as necessary in the normal way.

The implementation schedule would be:

2006

September: Council approves governance structure and bodies within it

October: Invitations sent to Council, bodies represented in the General Assembly and others to make recommendations for election of

- President Elect
- Ordinary Members of Council

and appointment for Chairs of Boards and new Committees

December: Nominations Committee meets, reviews nominations received and makes recommendations to Council.  
Chairs of Boards and new Committees appointed by Council.  
Council agrees its nominations for

- President Elect
- Ordinary Members of Council

Election process agreed

2007

January: Appointments of Chairs and Council nominees for election published.  
Invitation to the membership to make

- further nominations for President Elect
- further nominations for Ordinary Member of Council
- nominations for elected positions on Boards

Chairs of Boards and Committees work with staff to draft terms of reference of their bodies and identify skills needs

March: Ballot papers circulated  
Terms of reference agreed by Council

May: Elections completed. Composition of Council, Chairs of all Boards and Committees and elected members of Boards now known.  
Chairs of Boards review and Committees memberships of their bodies and make recommendations to Council to fill other appointed places, taking account of the skills of elected members.

July: AGM  
Outcomes of elections announced  
Council completes appointments to governance bodies  
Structure changes  
Induction training follows



## APPENDIX A

### THE ROLE OF COUNCIL IN GOVERNANCE

#### INTRODUCTION

Council is the governing body of the RSC; Council Members are Trustees of the Charity. Guidance on the role the Trustee body and of Trustees is available from a variety of sources including the Charity Commission, the National Council for Voluntary Organisations, the Association of Chief Executives of Voluntary Organisations and the Institute of Chartered Secretaries and Administrators. There are 180,000 charities, the vast majority of which are small, run with few or no staff and have little or no trading activity.

Most publicly available guidance is to support Trustees of these small organisations. The Review Group has considered published guidance applicable to larger, more complex bodies and considers the following two documents to be the most useful for the RSC.

“Good Governance: A Code for the Voluntary and Community Sector” June 2005, published by The National Hub of Expertise on Governance, supported by the organisations listed above and the Home Office ([www.governancehub.org.uk](http://www.governancehub.org.uk)).

“ICSA Model Job Description for Charity Trustees” June 2005, published by the Institute of Chartered Secretaries and Administrators ([www.icsa.org.uk](http://www.icsa.org.uk)).

#### CODE OF PRACTICE

The Code sets out best practice (not mandatory requirements) for a Trustee Board (in RSC’s case, Council). The Review Group has examined the Code in relation to RSC’s practices and the Group’s own proposals for governance. The Code is reproduced below with the Review Group’s comments in *italics*.

##### **Principle 1: Board leadership**

Every organisation should be led and controlled by an effective Board of trustees which collectively ensures delivery of its objects, sets its strategic direction and upholds its values. The supporting principles are:

- 1.1 **The role of the Board** Trustees have and must accept ultimate responsibility for directing the affairs of their organisation, ensuring it is solvent, well-run, and delivering the outcomes for which it has been set up.

*The Review Group’s proposals are intended to provide the governance structure and processes needed to ensure that Council can fulfil its responsibilities.*

- 1.2 **Strategic direction** Trustees should focus on the strategic direction of their organisation, and avoid becoming involved in day to day operational decisions and matters (except in the case of small organisations with few or no staff). Where trustees do need to become involved in operational matters, they should separate their strategic and operational roles.

*A Strategic Plan has been agreed and mechanisms for its delivery are being put in place.*

## Principle 2: The Board in control

The trustees as a Board should collectively be responsible and accountable for ensuring and monitoring that the organisation is performing well, is solvent, and complies with all its obligations. The supporting principles are:

- 2.1 **Compliance** The Board must ensure that the organisation complies with its own governing document, relevant laws, and the requirements of any regulatory bodies.

*Council is advised by staff and external specialists*

- 2.2 **Internal controls** The Board should maintain and regularly review the organisation's system of internal controls, performance reporting, policies and procedures.

*Audit Committee, Performance Management Committee, reporting procedures*

- 2.3 **Prudence** The Board must act prudently to protect the assets and property of the organisation, and ensure that they are used to deliver the organisation's objectives.

*Finance and Investment Committees.*

- 2.4 **Managing risk** The Board must regularly review the risks to which the organisation is subject, and take action to mitigate risks identified.

*Risk register, reviewed by Audit Committee and submitted to Council.*

- 2.5 **Equality and diversity** The Board should ensure that it upholds and applies the principles of equality and diversity, and that the organisation is fair and open to all sections of the community in all of its activities.

*The Nominations Committee (in respect of the governance) and the Membership Affairs Board should pay attention to these issues.*

## Principle 3: The higher performance Board

The Board should have clear responsibilities and functions, and should compose and organise itself to discharge them effectively. The supporting principles are:

- 3.1 **Trustee duties and responsibilities** Trustees should understand their duties and responsibilities and should have a statement defining them.

*Notes for Council Members pack. This code and associated role descriptors.*

- 3.2 **The effective Board** The Board should organise its work to ensure that it makes the most effective use of the time, skills and knowledge of trustees.

*Role of President in determining agenda and priorities.*

- 3.3 **Information and advice** Trustees should ensure that they receive the advice and information they need in order to make good decisions.

*Role of CEO in supporting Council.*

- 3.4 **Skills and experience** The trustees should have the diverse range of skills, experience and knowledge needed to run the organisation effectively.

*Nominations Committee ensures appropriate names put forward for elections and appointments.*

- 3.5 **Development and support** Trustees should ensure that they receive the necessary induction, training and ongoing support needed to discharge their duties.

*Induction and other briefings provided. External training offered.*

- 3.6 **The chief executive** The Board should make proper arrangements for the supervision, support, appraisal and remuneration of its chief executive.

*Performance Management Committee.*

#### **Principle 4: Board review and renewal**

The Board should periodically review its own and the organisation's effectiveness, and take any necessary steps to ensure that both continue to work well. The supporting principles are:

- 4.1 **Performance appraisal** The Board should regularly review and assess its own performance, that of individual trustees, and of sub-committees, standing groups and other bodies.

*System of reporting from subordinate bodies. Council needs to establish a mechanism for reviewing its own performance.*

- 4.2 **Renewal and recruitment** The Board should have a strategy for its own renewal. Recruitment of new trustees should be open, and focused on creating a diverse and effective Board.

*Rolling schedule of retirements, elections and appointments. Nominations Committee (3.4 above)*

- 4.3 **Review** The Board should periodically carry out strategic reviews of all aspects of the organisation's work, and use the results to inform positive change and innovation.

*Periodic review of Strategic Plan. Systematic reviews of major areas of activity, each overseen by a Trustee, to be instituted.*

#### **Principle 5: Board delegation**

The Board should set out the functions of sub-committees, officers, the chief executive, other staff and agents in clear delegated authorities, and should monitor their performance. The supporting principles are:

- 5.1 **Clarity of roles** The Board should define the roles and responsibilities of the chair and other honorary officers, in writing.

*Set out in By-laws and in role specifications.*

- 5.2 **Effective delegation** The Board should ensure that staff, volunteers and agents have sufficient delegated authority to discharge their duties. All delegated authorities must have clear limits relating to budgetary and other matters.

*Role specifications for all staff. Budgets scrutinised by Finance Committee, approved by Council. Financial and signing off limits by staff specified. Contractual arrangements for suppliers.*

- 5.3 **Terms of reference** The Board should set clear terms of reference for sub-committees, standing groups, advisory panels etc.

*Terms of reference for all permanent subordinate bodies approved by Council.*

- 5.4 **Monitoring** All delegated authorities must be subject to regular monitoring by the Board.

*Reporting to Council by subordinate bodies, and by staff through CEO, to Council.*

### **Principle 6: Board and trustee integrity**

The Board and individual trustees should act according to high ethical standards, and ensure that conflicts of interest are properly dealt with. The supporting principles are:

- 6.1 **No personal benefit** Trustees must not benefit from their position beyond what is allowed by the law and is in the interests of the organisation.

*Trustees are not remunerated. Payments to Trustees for other work published. Processes for expenses are transparent.*

- 6.2 **Dealing with conflicts of interest** Trustees should identify and promptly declare any actual or potential conflicts of interest affecting them.

*Requirement to declare and leave meeting in By-laws. Register of interests maintained.*

- 6.3 **Probity** There should be clear guidelines for receipt of gifts or hospitality by trustees.

*These exist for staff. Need to be developed for Trustees.*

### **Principle 7: Board openness**

The Board should be open, responsive and accountable to its users, beneficiaries, members, partners and others with an interest in its work. The supporting principles are:

- 7.1 **Communication and consultation** Each organisation should identify those with a legitimate interest in its work (stakeholders), and ensure that there is a strategy for regular and effective communication with them about the organisation's achievements and work.

*External Relations Board. Membership Affairs Board. Other governance bodies within remits.*

- 7.2 **Openness and accountability** The Board should be open and accountable to stakeholders about its own work, and the governance of the organisation.

*Governance documents, minutes of Council and subordinate bodies on website.*

- 7.3 **Stakeholder involvement** The Board should encourage and enable the engagement of key stakeholders, such as users and beneficiaries, in the organisation's planning and decision-making.

*Annual Review published. AGM, General Assembly, regional and local meetings.*

## **MODEL JOB DESCRIPTION FOR TRUSTEES**

The Institute of Chartered Secretaries and Administrator's Guidance Note is reproduced below:

### **“Overall Purpose**

The Board of Trustees are responsible for the overall governance and strategic direction of the charity, developing the organisations aims, objectives and goals in accordance with the governing document, legal and regulatory guidelines.

### **Main Responsibilities**

- To ensure that the charity and its representatives function within the legal and regulatory framework of the sector and in line with the organisations' governing document, continually striving for best practice in governance.
- To uphold the fiduciary duty vested in the position, undertaking such duties in a way that adds to public confidence and trust in the charity.
- To take appropriate professional advice in all matters where there may be material risk to the charity, or where the Trustees may be in breach of their duties. This course of action will ensure the obligation to exercise their duty of care.
- To determine the overall direction and development of the charity through good governance and clear strategic planning.
- To avoid any personal conflict of interest.

### **Main Duties**

- Ensuring the charity complies with legislative and regulatory requirements, and acts within the confines of its governing document and in furtherance to organisational activities contained therein.
- Acting in the best interest of the charity, beneficiaries and future beneficiaries at all times.
- Promoting and developing the charity in order for it to grow and maintain its relevance to society.
- Maintaining sound financial management of the charity's resources, ensuring expenditure is in line with the organisations' objects, and investment activities meet accepted standards and policies.
- Interviewing, appointing and monitoring the work and activities of the senior paid staff.
- Ensuring the effective and efficient administration of the charity and its resources, striving for best practice in good governance.
- Acting as a counter-signatory on charity cheques and any applications for funds, if appropriate.
- To maintain absolute confidentiality about all sensitive/confidential information received in the course of trustee's responsibilities to the charity.”

When the Council of the RSC was restructured in 2005 the following basic requirements of a Member of Council and the additional requirements for, and the roles of, President, Honorary Treasurer and Board Chair were agreed to be:

### “Basic Requirements

- Member of RSC (any category)
- Strategic thinking
- Have a broad knowledge of the RSC and of the environment in which it operates
- Understand the RSC’s Charter, By-laws and other governance documents
- Understand the role of the non-executive Trustee
- Adhere to the seven principles of public life (from the Nolan report on Standards in Public Life): selflessness, integrity, objectivity, accountability, openness, honesty, leadership
- Commit to 2 days of training to include Trustee rights and responsibilities.
- Commit to 10 days p.a. to include attendance at meetings of Council and of the General Assembly

### Additional Requirements and Role of President

- Fellow
- Outstanding record of scientific and/or professional achievement
- Ambassador and advocate for the chemical sciences and for the RSC
- Experienced and skilled Chair of meetings
- Leadership in formulating RSC strategy
- Ensure that, in reaching decisions, Council takes proper account of guidance from Boards, Committees and the General Assembly and staff
- Promote high standards of propriety for individual Trustees, board and committee members
- Promote effective working relationships between governance and staff

### Additional Requirements and Role of Honorary Treasurer

- Fellow
- Financial expertise developed in a senior role
- Oversee and present budgets, accounts and financial statements to Council
- Advise on the financial aspects of the Strategic Plan.

### Additional Requirements and Role of Board Chair

- Experienced and skilled Chair of meetings.
- Substantial expertise within the Board’s terms of reference.
- Ensure that, in reaching decisions, the Board takes proper account of guidance from Council, sub-committees of the Board and staff.”

## APPENDIX B

### GOVERNANCE BODIES

#### 1. Member Groups

##### 1.1 Interest Groups

- **Interest Groups lead the development and application of chemical science, and for many members are the main focus of the RSC**
- **The Review Group has noted that restructuring of Council was felt by some to diminish the role of interest groups within the RSC's affairs**
- The nine main Divisions and Fora (Analytical, Chemical Biology, Dalton, Education, Environment Sustainability & Energy, Faraday, Industry & Technology, Materials, Organic) will report directly to Council via an annual report on activity and plans. They will have autonomy in running conferences within their agreed plans, drawing upon the services of the conference unit as they see fit
- All nine, together with the Committee for Awards and Conferences will report on the same day to Council. They will contribute to an overall stock take of chemical science and its development to enable Council to take a strategic overview of the discipline comprising the majority of business for Council on that day
- Membership of governing bodies of these Divisions and Fora will be supplemented in a non voting capacity by an appropriate L & P Manager and Publishing staff member to strengthen links across the RSC
- The Chairs/Presidents of these nine Divisions/Fora will comprise the majority of the membership of the Science Policy Board and therefore contribute significantly to overall RSC policy. They will not, however, report to that Board. The President of the Education Division will also be a member of the Education Policy Board
- Members working in industry (broadly defined) are somewhat underrepresented in governance leading to a perception, and perhaps a reality, that the RSC pays insufficient attention to the needs of these members and the organisations in which they work. Having the Industry and Technology Forum (ITF) reporting directly to Council should go some way to addressing this problem. In addition, the Chair of ITF will be a member of the External Relations Board to strengthen the latter in dealing with the business related aspects of its remit. ITF is undertaking a study to determine who are the members and potential members in the chemistry using industries and their needs and expectations of the RSC. The ITF will need to work closely with the Membership Affairs Board (and its predecessor bodies) and jointly advise Council
- There are also a very large number of specialist interest groups. These should, wherever possible, report to the nine main Divisions and Fora (there may need to be discussions with some groups on reporting lines). Any other specialist interest groups will report to the Membership Affairs Board
- The requirement for a five yearly review of all interest groups should be pursued with vigour. The creation of new groups, amalgamations and closures should be expected as the chemical sciences evolve.

## 1.2 Local Sections

There will continue to be a Committee for Local Sections

- To provide a medium for member networking in their localities
- To contribute to the local delivery of the strategic plan
- To co-ordinate the work of Local Sections and advise Council on the needs of Sections
  
- Membership
  - unchanged, but with a transparent system of consultation for the appointment of the Chair
  - plus, the Chair of the Membership Affairs Board
  - plus 2 staff
  
- There will be an enhanced role for the Committee and for Local Sections. The Committee will report directly to Council via an annual report on the work of the Local Sections, how they have contributed to the fulfilment of the Strategic Plan in their localities, including summary of income and expenditure grouped by type of activity, and on plans for the future
- The Committee will have greater autonomy in distributing its own funds and will elect from its own membership a finance group
- Funds for Local Sections will be in two parts: a sum to be distributed on a formula basis and an additional sum to be distributed against bid for activities to support the Strategic Plan. The Committee's finance group will determine the formula and make allocations against bids from Sections. The size of the bid pot will be determined by Council having regard to the Committee's ability to demonstrate value for money in achieving the RSC's objectives.

## 2. Policy Boards

On matters of policy there is sometimes a need to react quickly to external factors. Boards will need to develop clear policy positions and agile working practices to enable staff to consult and act quickly, confident in the support of the relevant board.

### 2.1 Membership Affairs Board

- To advise Council on the development of the RSC to meet the needs and aspirations of members and potential members world wide
- To develop and implement policies to retain and recruit members
- To ensure the effective communication of RSC policies activities and services within the membership
  
- Membership
  - Chair
  - 3 elected members
  - 1 Chair of the Committee for Local Sections
  - 9 (max) members appointed to reflect the composition of the membership, including some with experience in Interest Groups and target areas for membership growth
  - 3 staff (non-voting)

- The Board will be a major source of advice to RSC on the needs and aspirations of members, potential members and affiliated groups at home and internationally
- The Board will develop and approve member recruitment and retention policies and oversee initiatives to enhance recruitment and retention
- The Board will develop and promote member benefits additional to those within the remits of other governance bodies (eg discounts) and work closely with the Benevolent Fund
- The Board will be responsible for RSC News and ensure effective communication with and amongst the membership, advising Council and other parts of the RSC as appropriate
- The Board will appoint and oversee the activities of RSC Representatives with respect to recruitment, retention and communication with members and potential members
- The Board will oversee the work of the International Sections
- The Board will absorb those aspects of the International Strategy Group concerned with the international development of RSC's membership (in concert with the External Relations Board) and the activities of the Committee for Recruitment and Retention of Members
- The Chair of the Board will serve as an Appointed Member of Council.

## 2.2 Science Policy Board

- To develop, approve and ensure the pursuit of policy relating to research in, and application of the chemical sciences
  - Membership
    - Chair
    - 9 Presidents/Chairs of Divisions/Fora
    - Chair, Environment Health and Safety Committee
    - 3 elected by membership
    - 3 (max) appointed to ensure appropriate industrial input
    - 3 staff (non-voting)
- The Board will act on behalf of Council to ensure the RSC has a comprehensive and coherent set of science policies that support the Society's Object and Strategic Plan
- The Board will identify areas where policy development and responses are required and commission papers from staff, existing bodies, working groups established for the purpose or external sources as appropriate
- The Board will work closely with the Education Policy Board particularly in research training and funding of higher education (this will be facilitated by an issues based approach) and interest groups
- The Board will be concerned only with science policy. It will not be STB in disguise and will not receive reports from other governance bodies (except from bodies from which policy advice has been sought)
- The Chair of the Board will serve as an Appointed Member of Council.

### 2.3 Education Policy Board

- To develop, approve and ensure the pursuit of policy in relation to learning and teaching in the chemical sciences, the supply of new entrants to the profession, their skills and subsequent professional development
- Membership
  - Chair
  - 3 President/Chairs of Education Division, Committee for Schools & Colleges, Committee for Accreditation and Validation
  - 7 appointed by Council to ensure, including the three above,
    - 3 with expertise in schools, colleges and teacher education
    - 3 with expertise in higher education
    - 4 with expertise as employers of chemical scientists
  - 3 elected by the membership
  - 3 staff (non-voting)
- The Board will act on behalf of Council to ensure RSC has a comprehensive and coherent set of policies that support the Society's Object and Strategic Plan
- The Board will identify areas where policy development and responses are required and commission papers from staff, existing bodies, working parties established for the purpose or external sources as appropriate
- The Board will work closely with the Science Policy Board, particularly in research training and funding of higher education (this will be facilitated by an issues based approach) and with committees responsible for education activities and professional and career development
- The Board will be concerned only with education policy. It will not receive reports from other governance bodies (except from bodies from which policy advice has been sought)
- The Chair of the Board will serve as an Appointed Member of Council.

### 2.4 Qualification & Professional Practice Board

- To advise Council on developments in professional practice and to establish and apply standards for admission to categories of membership, the award of other qualifications, and professional conduct
- Membership
  - Chair
  - 9 appointed for expertise and experience across sectors of employment and types of work
  - 3 elected members
  - 3 staff (non-voting)
- The Board will provide guidance to RSC members in respect of ethical and professional conduct in relation to contemporary societal needs
- The Board will advise Council on mechanisms for dealing with allegations against members and investigate complaints against members to determine whether there is a prima facie case to answer

- The Board will establish and apply criteria for admission to and transfer between categories of membership, the award of other RSC qualifications and designations (eg Qualified Persons, CChem) and the award of third party designations under licence (eg CSci)
- The Board will develop, approve and oversee collaborative arrangements with other bodies for the award of qualifications and designations
- The Board will develop and apply criteria for the accreditation of professional development programmes leading to professional designations
- The Board will work closely with committees responsible for professional and career development, activities and services
- The Board will absorb the work of the Applications Committee, the Ethical Practices Committee and the Registration activities of the Committee for Professional Development and Registration
- The Chair of the Board will serve as an Appointed Member of Council.

## 2.5 External Relations Board

- To co-ordinate and advise on policy level relationships with international bodies, EU bodies, national governments, devolved administrations, and their agencies, and other major bodies impacting on the chemical sciences
  - Membership
    - Chair
    - President
    - Chair Science Policy Board
    - Chair Education Policy Board
    - Chair Industry and Technology Forum
    - 5 appointed with expertise/experience in UK & EU public policy, including that relating to business, EuCheMS, IUPAC and other non-governmental organisations
    - CEO
    - 4 staff from (Science & Technology) (Education) (Communication) (EuCheMS)
    - other specialist staff, eg parliamentary affairs, media relations, will attend as required
- The Board will not develop RSC policy, but may comment upon it; the Board will be concerned with process: supporting the pursuit of policy by advising on the tactics and machinery of campaigning. It will oversee publications aimed at promoting RSC's policies
- The meetings of senior RSC members, RSC staff, leaders of other scientific societies and the RSC's parliamentary advisers will continue as part of a programme of engagement with parliament that also includes links schemes and links days to be overseen by the Board
- The Board will promote and oversee programmes of regional policy meetings involving key individuals and organisations, and meetings with ministers and civil servants
- The Board will absorb responsibility for the European aspects of the International Strategy Group, the activities of the Campaign for Chemistry Committee and of the Committee for the Promotion of Chemistry to the Public. It may set up ad hoc bodies to deal with issues in any of these areas

- Major non-governmental bodies of concern to the Board include EuCheMS, national chemical societies, IUPAC, UN and its agencies, Science Council, professional bodies and trade associations
- The RSC IUPAC Committee will report to this Board
- The Chair will serve as an Appointed Member of Council.

### **3. Service Delivery Bodies**

3.1 The following existing committees will continue essentially unchanged:

#### **3.1.1 Benevolent Fund Committee**

- The remit of the Committee will be unchanged, but its method of reporting to Council will, see below
- Membership
  - unchanged except that a Member of Council shall be a member of the Committee, preferably as Chair
  - plus 2 staff (non-voting)
- The Committee will advise Council on any changes to its guidance documents and will make allocations in accordance with this guidance
- The Committee will make an annual report to Council including
  - commentary on advisory work and work by volunteers
  - balance sheet
  - summary of expenditure (eg staff costs, charitable disregards, housing, education support)
  - numbers of beneficiaries by total sums received banded in steps
  - any other relevant information
- Allocations made by the Committee will be reviewed by Audit overseen by the Audit Committee.

#### **3.1.2 Committee for Schools and Colleges**

- The remit of this Committee will be unchanged. It will report directly to Council on an annual basis
- The Chair will be a member of the Education Policy Board but the Committee will not report to the Board.

#### **3.1.3 Committee for Accreditation and Validation**

- The remit of this Committee will be unchanged. It will report directly to Council on an annual basis
- The Chair will be a member of the Education Policy Board but the Committee will not report to the Board

#### **3.1.4 Time Limited Bodies**

“Chemistry Ltd” on behalf of the CIKTN and “Chemistry for our Future” will report to Council for the lifetime of their activities.

## 3.2 New Committees

### 3.2.1 Committee for Professional and Career Development

This new Committee will be established with the winding up of two existing bodies, namely the Committee for Professional Development and Registration and the Committee for Professional Development and Member Services

- Professional development, careers and professional advisory services for members will be combined into this single committee
- Registration will become part of the Qualifications and Professional Practice Board's remit

### 3.2.2 Committee for Awards and Conferences

This will be created by amalgamation of the existing Awards Committee and Conferences Committee

- The Committee will:
  - rationalise the RSC's awards
  - link awards, lectureships, conferences and events
  - align awards and conferences to the strategic plan
- Conferences under the responsibility of the Committee will be:
  - major in terms of size or budget
  - novel; or
  - contentious
- Membership
  - Chair
  - 9 (max) to cover the range of science and applied science, and to include some with business expertise
  - 2 staff
- Other conferences and events will remain the responsibility of the relevant governance bodies
- The Committee will oversee the production of a digest of the totality of RSC conference activity
- There will be no requirement for conference organisers to draw upon RSC conferences unit for support.

## 3.3 The following existing committees will have their activities absorbed by other bodies

### 3.3.1 Applications Committee

- This will become part of the Qualifications and Professional Practice Board's remit.

### 3.3.2 Ethical Practices Committee

- This will become part of the Qualifications and Professional Practice Board's remit.

### 3.3.3 Committee for Recruitment & Retention of Members

- This will become part of the Membership Affairs Board's remit.

### 3.3.4 Committee for Promotion of Chemistry to the Public

- This will become part of the External Relations Board's remit.

### 3.3.5 International Strategy Group

- The (former) Strategy & Resources Board established an International Strategy Group to advise on the development of the RSC's strategy outside the British Isles
- The Group identified three elements to strategy
  - European issues and relationships with other European chemical societies
  - developing RSC membership in rapidly developing economies
  - supporting chemists in poorer countries
- The Group is preparing detailed advice to Council, particularly in respect of the last two elements, and will soon have completed its initial task
- The RSC's Strategic Plan embraces these elements and they should be integrated into the governance structure of the Society
- Europe will be regarded as "home territory" by governance bodies. European strategy issues will be overseen by the External Relations Board
- Developing RSC membership and supporting chemists in poorer countries will be part of the Membership Affairs Board remit.

## 4. Regulatory and Advisory Bodies

### 4.1 Nominations, Audit & Performance Management

- These three existing committees will continue with memberships drawn by and from Council. There will be no staff membership of these committees.

### 4.2 Investment Committee

- The remit and membership of this Committee will be unchanged. It will report through routine financial reports to Council by the Honorary Treasurer.

### 4.3 Finance Committee

- To scrutinise draft budgets and management accounts showing performance against budget.
- Membership
  - Honorary Treasurer (Chair)
  - 3 appointed with business/financial expertise
  - CEO (non-voting)
  - Finance Director (non-voting)

- Trustees need to be satisfied that there is adequate membership, scrutiny of draft budgets, and of management accounts showing performance against budget. This process is too detailed and time consuming for the full Council
- The Committee will report to Council as part of the routine financial reports that Council receives at each meeting. Such reports to contain both financial data and commentary as required.

#### 4.4 Regulation of Members

- Existing Disciplinary and Discipline Appeals Committees will continue
- These bodies are appointed by, and act in accordance with Regulations made by Council.
- They have full delegated authority for hearing complaints against members in relation to the Code of Conduct, including, where appropriate, handing down sanctions against members.

### 5. “Off-line” Bodies

There are currently two other bodies that require consideration

#### 5.1 General Assembly

- The purpose of the General Assembly remains appropriate
- Council should receive an analysis of feedback from attendees, and from those who did not attend in order to determine their reasons for not doing so
- The nature of the meeting will evolve; for example, there needs to be a report on actions taken as a result of the previous meetings
- The agenda of the first General Assembly was largely determined top down. Continued success will be dependent upon participants themselves determining the content and nature of meetings.

#### 5.2 President’s Forum

- Restructuring of the Council in 2005 placed the major member run bodies – Divisions, Fora and the Committee for Local Sections, in the third tier of governance, reporting only indirectly to Council through Boards. The President’s Forum was established to aid communications within governance.
- In the new governance arrangements the major interest groups will report directly to Council and will have greater autonomy; furthermore their Chairs/Presidents will form the majority of the Board determining the RSC’s Science Policy
- The Committee for Local Sections will report directly to Council and contribute to the Membership Affairs Board. The Committee will have enhanced responsibilities for the contribution Sections make to the fulfilment of the Strategic Plan in their localities
- In the light of these changes, the President will review the need for the Forum once the new governance arrangements have been agreed.

**APPENDIX C**

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## APPENDIX D

### **Exemplar reports by governance bodies to Council.**

#### Non-routine reports

Establishment of an interest Group (Law Group)  
Development of RSC Member Magazine  
Bid for funds for cpd for Teachers

#### Routine reports for information

Annual report of (current) Professional and Membership Affairs Board

### **Formation of a “Law Group” (Industry and Technology Forum Executive)**

#### Purpose of Paper

This paper requests Council to approve the formation of a new interest group, the Law Group. This group will be an Industry and Technology Forum group and will have links with other groups in the RSC as well as other relevant organisations both nationally and internationally.

#### Background

This group has been proposed by Donald Lewis of the Scripps Research Institute, California, USA, following a successful RSC Creating Business through World Patent Enforcement meeting. The mission of the proposed Law Group would be to provide a forum within RSC for members who work in careers involving the interaction of chemical science and the law. Some typical examples would include chemical scientists and chemical engineers working in the fields of patents, copyright, trademarks, intellectual property, regulatory compliance, forensic science and environmental law.

The proposed Law Group goals would be:

- to provide members of the Law Group and the RSC membership at large with high quality, inter-disciplinary programs, symposia, and publications in the above areas;
- to promote the public understanding of chemistry and its interactions with the law; and
- to expose RSC members (chemical scientists, chemical engineers, and students) to alternative career opportunities which provide an interdisciplinary challenge, between chemical scientists and its application to areas of law, and between law and its applications to chemical science.

The proposers have over 50 signatures as required by Council supporting the formation of this group and the group proposal meets Council's requirements for setting up a group.

#### Implications and Link with RSC Strategy and Objectives

The formation of this group links well with the RSC strategy in two areas, broadening our science base and pursuing activities in partnership with other organisations. It will also fill a need for those members who work in this area or would like to develop a career in IP and other areas related to law and the application of chemical sciences.

### Financial Details and Link with Revenue or Capital Budget

This group will run its own finances through a member committee as governed by its own Trust Deeds. As this is a strategically important area, the ITF may run a workshop which will cost up to £4k. There will also be significant revenue opportunity for training and publications in IP and the RSC will offer to run and produce conferences in conjunction with this group.

### Recommendations

Council are asked to approve the formation of the Law Group.

## **The Rebirth of the RSC's Chemistry Magazine (Publishing Board)**

### Purpose of Paper

This paper is intended to inform Council debate on the relaunch of Chemistry in Britain. It points to reference material and PUB deliberations, summarises the main issues and likely outcomes and requests Council to approve the development plan. This summary derives from the minutes of the PUB Board meeting held in June 2003.

### Background

The transformation of Chemistry in Britain into Chemistry World is proposed with effect January 2004. The new magazine will have new editors (in Cambridge rather than London), a new design, new paper, increased news content, new typesetters, new printers, and new distributors. It will significantly enhance the service provided to Members.

### Options Considered with Quantification

Detailed plans considering a number of options on all aspects of the changes planned to the magazine have been reviewed by the CiB Council Review Committee and by PUB (reference XXXX) and have their full support.

### Implications and Link with RSC Strategy and Objectives

The new magazine will result in:

- Enhanced Member services
- Improved communication of chemistry
- Broadening of the science base
- Influencing of key decision makers
- Fostering of the teaching of chemistry

As a result it is a central pivot for the RSC strategic objectives.

### Financial Details and Link with Revenue or Capital Budget

The business plan reviewed by PUB budgets for decreasing deficit for the magazine on the basis of increased advertising revenue and decreased production and other costs, with the medium-term aim (4 years) being break even.

## Recommendations

Approval of the Development Plan.

## **Proposal to seek external funding for a CPD programme (Committee for Schools and Colleges)**

### Purpose of Paper

This paper is for approval of grant request for a three year project to the DfES to support cpd for teachers teaching chemistry who are not themselves qualified in the chemical sciences.

This summary derives from the minutes of the meeting Committee for Schools and Colleges, and supporting papers, held on DDMMYYYY.

### Background

It is RSC policy that chemistry post 16 and the chemistry components of science courses at KS4 should be taught by teachers with qualifications in the chemical sciences. In 2005 RSC research showed chemists were underrepresented in the school science teaching force. Further research by the DfES showed that, whilst 90% of chemistry lessons post 16 were taught by chemical science trained teachers only 25% of the science teachers are qualified in the chemical sciences.

Government has increased the incentives for chemical scientists to enter initial teacher training. This proposal addresses the cpd needs of existing science teachers.

### Proposal

DfES, through its "Gateways to the Professions" initiative is inviting requests for funding. RSC has worked with DfES in developing the overall Gateway's initiative and Libby Steele (RSC Manager, Professional Education and Development) is a member of the Gateways Forum, Chaired by Bill Rammell, MP. Requests require matching funding.

The proposal is to add to the existing RSC programme of cpd for teachers. Over a period of 3 years 2,700 teachers will go through a programme comprising 4 days (not consecutive) of training plus associated professional development in school. It is intended that the programme will be delivered in collaboration with Science Learning Centres where possible.

### Financial Implications

For the three year period funding of £475k has been pledged by GSK. A £75k cash contribution from RSC enables a request of matched funding of £550k from DfES. The RSC contribution will be used to develop and produce the associated course materials. An additional in kind contribution of £75k (again over 3 years) from the RSC will be necessary to fund the part-time member of staff to run the scheme.

### Recommendation

Council is asked to approve the request to DfES and the RSC's cash and in kind contributions to the scheme. Should funding from the DfES not be forthcoming, Council is asked to approve a smaller scheme, based upon GSK funding with a lower level of RSC funding.

## **Professional and Membership Affairs Board Annual Report To Council 2006**

### Purpose of Paper

This paper sets out the Annual Report of the Professional and Membership Affairs Board for the year ending at the 2006 AGM. This summary derives from the minutes of the Board meetings held in October 2005, February 2006 and May 2006.

### Summary of activities

XX recruitment visits were made to Higher Education establishments in the British Isles. Student recruitment numbers increased to cc [up X%] year on year. The introduction of RSC safety glasses as an incentive to sign-up for membership on the day of a recruitment visit has proved extremely popular. New sales initiatives included offering group schemes to major chemistry departments covering cohorts of undergraduate and post-graduate students; and offering multi-year membership deals to new undergraduates before they begin their courses but after they received their offer of university places.

A number of new non-science membership benefits have been introduced following feedback from the 2005 member survey. These have been welcomed and new services are in development. Additional emphasis has been placed on promoting these and the wide range of RSC offerings during the year through extensive articles in RSC news and via the RSC grapevine – the RSC e-alert. Communication with members has again been reviewed with the aim of enhancing retention of members. The administrative fee for late paying members was introduced in May. In 2005 xx% of members renewed and the recent decline in membership in recent years has abated. The 2005 membership total was XXXX [and a decline of xx over 2004].

A marketing project for CChem was initiated by the Board at its October meeting that will involve close collaboration with other Boards. The maximum annual number of members that can be admitted under the 'leaders in the field' scheme was set at 50 following a successful pilot scheme over the past three years.

Over xxx people were helped through CV surgeries and other employment/careers based activities during the year and the RSC mentoring scheme has now been rolled out to over xx Local Sections. Increasingly the RSC careers/employment events are tied in Local Sections events or associated with other local activities.

The series of RSC mixer meetings again proved popular with events held in xx Sections and involving over xxx members. The annual series of regional meetings focused on the development of the RSC strategy and attracted good attendances from members. The Board set up a review group to consider the outcome of the pilot project to facilitate Sections, Education Division and Analytical Division regions working together in the S East Region, with the hope that this arrangement would be rolled out more widely across the RSC.

RSC News developed an experimental 'International Section' that proved to be extremely well received as did the publication in general and plans were made to start an on-line version of RSC News in 2007.

During the year the Board reviewed the work of its sub-committees and approved the increased focus on the provision of member services, enhancements to the system of RSC Representatives and updated the membership sales and marketing plan. As a result a revised plan for membership subscriptions was presented and agreed in principle at the March 2006 meeting [the reduction for career breaks is still under review]; and new wording to allow any person to be admitted to the category of 'affiliate' providing those with appropriate qualifications are encouraged strongly to move into the most appropriate category were approved at the July 2006 Council meeting.

Financial Details and Link with Revenue or Capital Budget

<b>Membership Sales &amp; Marketing</b>	<b>2006 budget/£k</b>
Membership promotion/recruitment and retention	66.67
University visits	29.29
Membership General	230.61
Student benefit package	
<b>Member Services</b>	
Younger Members activities/member networks	24.06
Local Section expenses	218.03
Mixer/Regional meetings	42.05
International Sections and Representatives	41.84
Member Services General	231.27
Board	5.97
Employment Service/Career Management Programme	25.77
Remuneration Survey	5.23
RTA booklet	1.37
Professional General	130.04
Total	1052.18

Key Membership data

	2004	2005	% change
New members			
Retained members			
Membership total			