

## General Principles and Working Practices for Boards and Committees

### 1. The Charter

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 (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, Committee or a Sub-Committee (BL24.1).
- 2.2 Every Board or Committee appointed shall report to the Board of Trustees and 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).
- 2.3 The Boards shall not exceed six in number and their Chairs are normally appointed to the Board of Trustees (BL18.1 & 24.2).
- 2.4 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).
- 2.5 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 exerts its influence and authority by appointing Board Chairs and other members to Boards and Committees (BL24.4).
- 3.3 The Boards and a number of Committees report directly to the Board of Trustees.
- 3.4 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, Working Groups, etc. No new standing body 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 to assist with the fulfilment of specific responsibilities; such a body may be financed from an approved budget.

- 3.6 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. Board of Trustees through recommendation from the Nominations Committee will determine the appointment of 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. Other persons invited to meetings do not have voting rights.
- 3.8 Members of Boards and Committees shall mainly be members of the RSC. If terms of reference permits that non-members may be appointed then such persons shall become an Affiliate Member on their appointment and subscribe to the undertakings prescribed in the By-laws.
- 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 but only in very exceptional circumstances with approval from the Publishing Board].*
- 3.11 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 3.10.
- 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 terms of office specified in 3.10. A member of a Board or Committee who takes absence for parental leave may 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 for or against any motion on the matter relevant to the interest.
- 3.14 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.
- 3.15 The above principles, with due regard to circumstance, shall apply to other Committees of the RSC.

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

- 4.1 Recognition of the skills, knowledge and experience of others, embracing different styles as part of the governance of our diverse organisation.
- 4.2 The fair treatment and maintenance of the dignity of others and ourselves.
- 4.3 Consideration and implementation of best practice for all inclusion and diversity matters with regard to the composition and the working practices adopted across all Boards and Committees.
- 4.4 It is the role of every Board and Committee to identify the risks associated with its relevant area and, as appropriate, manage these locally or escalate them to the Audit and Risk Committee.
- 4.5 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 (Note: For Board of Trustees, the quorum must include at least two additional elected Trustees and for Finance and Resource Board at least one additional Trustee. For Performance Management & Remuneration Committee the quorum is set at all members in attendance).
- 4.6 The ordinary mode of decision on questions shall be 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 shall have a second or casting vote.
- 4.7 Boards and Committees are required to make an annual report to the Board of Trustees at the November Board meeting.
- 4.8 Boards and Committees are encouraged to work collaboratively with one another, sharing best practice and making aligned recommendations insofar as possible.
- 4.9 Insofar as possible, we will seek to admit to RSC membership, any member of Boards and Committees who are not already members of the RSC and are eligible to become such.
- 4.10 Boards and Committees reporting directly to the Board of Trustees are required to utilise a consistent and uniform format for reports and papers.