

## Terms of Reference Council of Trustees

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### ▪ Duties

- The Board of Trustees/Directors of the Society
- Will be Chaired by the President
- Sets, and evaluates, the overall scientific (Policy, Education, Meetings, Publishing) and organisational strategy for the Biochemical Society, in collaboration with the related area focussed committees
- Receives reports from the Executive Management Committee on the operational state of the organisation
- Receives reports on group activities from related specialist sub-committees (see structure)
- Reviews and approves recommendations for action from the Executive Management Committee otherwise outside of its delegated authority
- Approves final budgets, accounts and financial reports under recommendation from the Finance Committee
- Receives and approves audit reports (including the Trustees Annual Report) under guidance from the Audit Committee
- Approves new and amended governance role and body terms of reference, standard governance policies and procedures following recommendations from the Executive Management Committee
- The Council of Trustees takes overall collective responsibility for the activities and direction of the Biochemical Society
- The Council of Trustees must act in accordance with the *Articles of Association* and *By-Laws* of the Biochemical Society

### ▪ Authority

- Subject to the *Articles of Association* and directions given by Special Resolution, the business and affairs of the Society will be directed by the Council of Trustees who may exercise all powers of the Society
- The Council of Trustees may delegate any of the powers which are conferred upon it by the *Articles of Association*
- Delegates major operational responsibility to Executive Management Committee
- The Council of Trustees may determine the remit, role and function of all sub-committees, without further recourse to a General Meeting or a Resolution of the Members where such a decision would not contravene the *Articles of Association*.
- Should the Council of Trustees comprise of fewer than eight (8) Directors, the authority of the Board is limited to the appointment of a sufficient number of Directors to bring the Council of Trustees to its minimum composition.

## ■ Membership

### i. Number of members

- The Council of Trustees will be formed of thirteen (13) positions, with a potential to rise to a maximum of fifteen (15) should all 'Balance Positions' be filled (see below).
- The Council of Trustees is authorised to operate with a minimum of eight (8) Directors appointed if vacant positions are not yet filled. This is only applicable if those present include the President; Chair of Executive Management Committee; Honorary Treasurer; Honorary Meetings Secretary; Honorary Membership Secretary; Honorary Policy Officer and Chair of Portland Press Limited Board.

### ii. Composition

- President
- Chair of Executive Management Committee
- Honorary Treasurer
- Honorary Meetings Secretary
- Honorary Membership Secretary
- Honorary Policy Officer
- Chair of Education, Training and Public Engagement Committee
- Chair of Basic Bioscience Theme Panel
- Chair of Clinical and Translational Research Theme Panel
- Chair of Training Theme Panel
- Chair of Portland Press Ltd Board
- Local Ambassador Representative
- Student/Early Career Member Representative
- 'Balance' positions (to a maximum of two (2) posts) – it is expected that these roles will be recruited/elected/appointed to fill any subject specific skills gap identified either by the Council of Trustees itself, the Executive Management Committee or the Audit Committee

The Council of Trustees must ensure that it has sufficient collective skill and experience to effectively manage and direct the activities of the Society. A review of the available skills will be undertaken by the Audit Committee on a biennial basis.

### iii. Election of members

Members of the Council of Trustees will be elected from the Biochemical Society Membership, and from external parties if the skills and other requirements defined for this Board are not met.

Members will be elected in line with standard *Biochemical Society Election Procedures* as far as possible.

### iv. Conduct

Members are required to adhere to the governance code of conduct, as found in the Biochemical Society Governance Handbook.

## ■ Meetings

### i. Frequency of meetings

The Council of Trustees will meet a minimum of three (3) times a year.

The President, or the Council of Trustees itself, may call a meeting should five (5) or more Directors request it.

## **ii. Quorum**

The quorum of a meeting of the Council of Trustees shall be five (5) Directors, if a sufficient number of Directors are appointed (see above) whether said Directors are present at a meeting or otherwise.

## **iii. Agenda and papers**

An agenda, along with documentation/information/reports supporting the items under discussion will be circulated to members of the Council of Trustees, by email, a minimum of seven (7) calendar days before a meeting.

In the absence of return communication outlining errors in the delivery of email, the agenda and papers will be considered received by all parties unless otherwise notified.

It is essential that all papers are read and considered in advance of the meeting.

## **iv. Minutes**

Formal minutes recording the proceedings of these meetings will be taken and distributed to the Chair for review within seven (7) to fourteen (14) days of the meeting taking place.

Final minutes will be circulated to all Committee members, and others in attendance, as close to three (3) calendar weeks after the meeting takes place as is practicable.

## **v. Decision Making**

Where possible a general consensus identified by the President (or a Director stepping in as Chair for a meeting at which the President is absent) will be sufficient to consider a matter passed, rejected or deferred.

Where consensus is not possible, all decisions will be made by a vote, with each Trustee holding one (1) vote. Where an equity of votes occurs, the President may cast an additional vote to finalise the decision, or may defer the decision for later action.

## **■ Reporting**

### **i. Trustees Annual Report**

The President, on behalf of the Council of Trustees, will cause the professional staff of the Society to draft a summary Annual Report and Accounts, in line with associated regulatory standards, which will be reviewed/amended and authorised by the President.

The Council of Trustees will cause the Trustees Annual Report to be made available on the Society website, or on request from the General Public.

### **ii. Annual General Meeting**

The Council of Trustees will call for a summarised report on all Society activities and finances at an Annual General Meeting of the Biochemical Society Members.

## **■ Ownership of Terms of Reference**

These Terms of Reference are owned by the Council of Trustees. Any amendments not in line with the *Articles of Association* are to be put to the Membership at a General Meeting, and will be passed by Special Resolution.