

Terms of Reference

Chair, Portland Press Limited Board of Directors

1. Duties

- To Chair the Board of Directors of Portland Press Limited (PPL) and, thereby, take strategic oversight of its publishing, revenue generation and sector engagement activities (with authority delegated to this position by the Biochemical Society Council of Trustees, the sole owner and Corporate Member of PPL) and provide strategic and operational leadership, in partnership with the CEO and Director of Publishing.
- To ensure adherence to *Articles of Association* of Portland Press Limited and all related corporate legislation, standards and oversight in partnership with the Director of Operations & Company Secretary.
- To ensure the skills and experience represented by the Non-Executive Directors of PPL Board are sufficiently robust to provide the Executive Directors and related Senior Management with expert guidance and Direction in fulfilling the organisational objectives of PPL.
- To act as a Trustee (Director) of the Biochemical Society, adhering to the [Articles of Association](#) and associated By-Laws as appropriate, and meeting the standards for Trustee responsibility set out by the Charity Commission.
- To act as interface with the Biochemical Society on all matters related to revenue generation from commercial activities (currently including publishing and provision of a shared HR service with 3 other Societies) and represent the views of the owner on the Board. To ensure alignment between the Biochemical Society's strategy and PPL's business plan(s).
- To represent the interests of publishing revenue generating activities at the Biochemical Society Finance Committee.
- To represent Portland Press at external meetings and external contacts where appropriate.
- To act in line with the Biochemical Society's *Committee Member Code of Conduct*.

2. Required skills and experience

- The Chair will be either a senior biochemist with international reputation and considerable demonstrable knowledge of commercial and publishing activities – or – an individual with considerable demonstrable expertise in academic publishing and publishing related revenue generation with experience of working within, or in partnership with, a major international learned society.
- The post-holder should have knowledge of and an interest in STM publishing, including having up to date information about the challenges and opportunities surrounding a transition to open access and open scholarship models
- Demonstrable experience in leadership and commercial acumen are essential.
- The post-holder is expected to be a member of the Biochemical Society prior to appointment.

3. Meetings

- I. Portland Press Limited Board of Directors

The Chair will Chair all meetings of the PPL Board of Directors. The PPL Board meets at least four times a year where practicable (and may be called upon to provide support by email from time to time, for operational items of business requiring approval/decision before the next scheduled meeting). The Chair of PPL Board may also convene a meeting of the Board upon his/her own authority, or if requested to do so by the Directors of PPL, or the Biochemical Society Council of Trustees acting as owner.

II. Biochemical Society Council of Trustees

The Chair of PPL Board will function as a Trustee of the Society and will therefore hold a seat on the Council of Trustees, which meets at least four times a year.

The Chair of PPL Board will report to the Council of Trustees on all matters related to PPL and its discussions.

(See Terms of Reference for Council of Trustees).

III. Biochemical Society Finance Committee

The Chair of PPL Board will occupy a seat on the Finance Committee, which meets at least four times a year. (See *Terms of Reference for Finance Committee*)

IV. Annual General Meetings and Extraordinary General Meetings

The Chair of PPL Board will attend the Biochemical Society Annual General Meeting (AGM) and any Extraordinary General Meetings (EGM) that may be convened.

4. Term of Office

The Chair of Portland Press Board will have a five (5) year term of office, not including handover activity undertaken before formally taking on the role. This role can be extended by up to a further five years with the agreement of the post-holder and a majority vote of Trustees, in line with the Articles of Association.

When elected the incoming Chair of Portland Press Board will hold the post of Chair-Elect for six (6) to twelve (12) months during which time they will undertake handover activities.

Ownership of Terms of Reference

These Terms of Reference are owned by the Council of Trustees. Amendments can be made by a majority vote of the Trustees, in-line with legislation set out in the *Articles of Association*.