

Royal Society for Public Health

Rules for the Governance of the Society

1. The Council

- The Council will consist of up to not less than 10 and not more than 15 members (Trustees) including the Chair, Vice-Chair and Treasurer. Trustees will be appointed by the Council to ensure an optimum match of expertise and experience to suit the needs of the Society that exist at any given time. All members of the Council will act as Trustees of the Society and have a vote. The role of charity Trustees is detailed further on the Charity Commission website - <https://www.gov.uk/running-charity/trustee-role-board>.
- The Council may co-opt up to two further individuals for any purpose. Co-optees will:
 - not be Trustees of the Society, and
 - not have a vote, and
 - have an initial term of one year on the Council.
- The normal term of office for all trustees will be 3 years (but may be such shorter period as the Council may determine) renewable for a further immediate term of up to three years.
- Trustees are normally expected to retire from the Council after two consecutive terms unless:-
 - the Trustee holds an elected office of the council, the discharge of which would require continuation of service as a trustee, or
 - the Council resolve to extend a trustee's term of office by special resolution.
- No trustee shall serve for a continuous period that exceeds nine years unless the Council resolve otherwise by special resolution.
- Trustees who are not already Members or Fellows of the Society will be required to become Members of the RSPH throughout their term of office.
- A recruitment and selection process for new Trustees, approved by the Council, shall be maintained and implemented to ensure the Council comprises a sufficient number of appropriately qualified and experienced Trustees.
- Each candidate for appointment as Trustee will be required to provide a biography and a statement of the experience and skills they would bring to the Council, in a form to be reviewed regularly by the Trustees.
- Members of Council will be required to abide by the code of conduct for Trustees agreed from time to time by the Council and shall sign a declaration to this effect.
- Any member failing to attend in person 3 Council meetings in any 12 month period will be subject to possible removal from the Council. Further guidance on the role and responsibilities of charity trustees can be viewed on the website of the Charity Commission - <https://www.gov.uk/running-charity/trustee-role-board>

2. Elected Officers of the Council

All Trustees have equal rights and responsibilities. However, the Society's Royal Charter requires that the Council elect a Chair, a Vice-Chair and a Treasurer in non-executive capacities.

a. The Roles of Elected Officers

(i) Chair

- Chairing Council meetings, Annual General Meetings and other meetings of the Society.
- Ensuring the effectiveness of the work of the Trustees.
- Responding as required to communications from the Chief Executive on behalf of the Trustees.
- Being the main point of liaison with the Chief Executive. (The Chief Executive will be accountable to the Chair acting on behalf of the Council).
- Taking the lead role in protecting and developing the work of the Society in line with its charitable objects.
- Ensuring that there is effective communication within and without the Society.
- Acting as the main representative of the Society at public, media and other events.
- Ensuring that procedures and regulations are complied with.

(ii) Vice Chair

- Deputising as required for any of the roles undertaken by the Chair including the chairing of Council meetings in the absence of the Chair.
- Undertaking appropriate leadership tasks as requested by the Trustees or Chief Executive.
- When confirmed by the Council, to act as Chair-designate during the 12 months prior to the retirement of the Chair.

(iii) Treasurer

- Acting as representative of the Trustees in ensuring that the Society's resources are used to the best effect.
- Ensuring that the Society has the necessary financial arrangements to fulfil its charitable objects.
- Liaising with the responsible managers over progress on all financial matters, and communicating the Trustees' needs for financial information to fulfil their responsibilities.
- Being the lead Trustee on financial aspects of the development and business plans.
- Having oversight of the Society's non-human resources, including buildings and material assets.
- Chairing the Audit and Risk Committee.

b. Terms of office

Election to these posts will normally take place at the last Council meeting preceding the AGM in the relevant year.

(i) Chair

- The Chair will be elected for a period of 3 years by the Council.

- After this period, the retiring Chair will not usually be eligible for re-election to the position; however this stipulation may be amended annually by special resolution of the Council.
- After his/her term of office, the Chair will be eligible to remain as Council Trustee (as Immediate Past Chair) for a period of 1 year unless otherwise determined by special resolution of the Council.

(ii) Vice-Chair(s)

- Vice-Chair(s) will be elected bi-annually by the Council. More than one Vice-Chair may be elected and serve at any one time.

(iii) Chair-designate

- 12 months prior to the retirement of the Chair the Council will elect a Chair-designate who will take up post immediately following the retirement of the Chair unless otherwise determined by special resolution of the Council.

(iv) Treasurer

- The Treasurer will be elected for a period of 3 years by the Council.
- After this period, the retiring Treasurer will not usually be eligible for re-election to the position; however this stipulation may be amended annually by special resolution of the Council.
- After his/her term of office, the Treasurer will be eligible to remain as Council Trustee as Immediate Past Treasurer for a period of 1 year unless otherwise determined by a special resolution of the Trustees.
- One year before the retirement of the Treasurer, the Council will elect a Treasurer designate who will take up post immediately following the retirement of the Treasurer.

3. Honorary positions

- The Council may appoint suitable people to the following Honorary positions (such appointments shall be reviewed by Council every five years)
 - President
 - Honorary Vice-Presidents
 - Honorary Academic Fellows
 - Honorary Fellows

4. Committees of the Council

- The Council will establish three standing committees:
 - A **Nomination and Governance Committee**,
 - An **Audit and Risk Committee**, and
 - A Qualifications Governance Committee
- The Terms of Reference for these committees will be approved by Council and made available on the RSPH website. www.rsph.org.uk/governance
- The Council may also establish other committees as it sees fit.

5. Representation on the Boards of organisations affiliated to the Society

- The Council will approve all appointments and conditions of service for Trustees representing the Society on other bodies.
- The responsibilities of, and restrictions upon, Trustees acting for the Society in these circumstances will be clearly defined.

6. Meetings of the Council

- All meetings of the Council and its committees will be subject to the standing orders agreed by the Council www.rsph.org.uk/governance. These will include the conduct of meetings, quorum and maintenance of records.
- The Council will determine the frequency and timing of its meetings, but there will be at least four meetings per annum.

7. General meetings

- The arrangements for calling General Meetings of the Society will be approved by the Council. www.rsph.org.uk/governance.

8. Titles and Qualifications of membership

- The Council will keep under regular review the criteria for the grades of membership of the Society, together with the associated codes of conduct for members. www.rsph.org.uk/membership
- Members and prospective members will be provided with up to date information on the regulations and conditions of membership of the Society.
- The Chief Executive will inform the Council at each of its meetings of any appeals made against membership rulings.
- Members will be entitled to use the appropriate post nominal letters granted by the Society.
- Any member breaching the conditions for membership of the Society will suffer loss of privileges, including possible withdrawal of the use of post nominal letters. Where this decision is reached, the member will have the right of appeal to the Nominations and Governance Committee.

9. Institutional and corporation members

- The Council will regularly review the arrangements made for institutional and corporate membership (www.rsph.org.uk/membership), including:
 - The rights and responsibilities of member organisations, and
 - The procedures for receiving and acting upon any complaints received from these members, and
 - The procedures for taking action against any individual institution or corporation breaching the Society's Rules.

10. Finance

- The Council will:
 - Ensure that effective financial rules and regulations are put in place and adhered to by the Chief Executive and team of staff and Trustees, and
 - Oversee all strategic and business planning arrangements for the Society and require the Chief Executive to report regularly to Council meetings on progress in these areas, and
 - Ensure that all statutory and compliance matters are fully adhered to
 - Require a full report on the annual audit of the Society's accounts.

11. Risk management

- The Council will appoint an Audit & Risk Committee, and will review the membership and constitution of this Committee.
- The Audit and Risk Committee may seek to appoint members independent of the Society.
- The Audit and Risk Committee will have the freedom to conduct its own business in order to minimise any adverse effects from risks to the Society; for these purposes, an annual budget may be allocated.
- The Council will require the Chair of the Audit & Risk Committee to produce an annual report, which will be considered by the Council and any actions taken recorded.

12. Asset management

- The Council will arrange for all physical resources and assets of the Society to be recorded, managed and maintained effectively. Progress reports for the Council will be produced regularly by the Chief Executive. The frequency of reporting will be determined by the Council after consultation with the Treasurer.

13. Human Resources

- The Society will at all times act as a good employer and ensure that the needs of its staff are fully met within the available resources.
- The Council, through the Chief Executive, will ensure that human resource management fully meets national guidelines on good employment practice in the voluntary sector; including employment contracts, work-place support, training opportunities, recruitment, retention and disciplinary arrangements.
- The Society will maintain and operate a full grievance procedure for all staff in its employ

14. Scrutiny and monitoring

- The Council will ensure its role in overseeing the work of the Society by:
 - Reviewing a range of Key Performance Indicators. These will be reported on regularly to the Council by the Chief Executive, and
 - Conducting regular (at least once a year) Performance Management reviews through:

- Annual appraisal of the Chief Executive by the Chair on behalf of the Council, and
- evaluations of the effectiveness of the Council, involving 360° appraisal and other relevant tools.
- Evaluations of the skills and experience of trustees.

16. Powers of Delegation to the Chief Executive and members of Staff

- The council will regularly review the delegated powers to be given to the Chief Executive.
- The Chief Executive will decide upon any further delegated authority to staff members.

17. Conflict of Interest of Trustees

- The Council will require all Trustees to register their interests and activities in other organisations to ensure that any possible conflicts are minimised.
 - The Council will maintain up-to-date guidance for Trustees on areas of potential conflict of interest in accordance with current Charity Commission guidance (<https://www.gov.uk/running-charity/trustee-role-board>) .
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(ii) Confirmed by the Council of the Royal Society for Public Health

Signed Chair of RSPH

Dated 13 June 2018